

2023 ANNUAL REPORT (FORM 56-1 ONE REPORT)

CHASE ASIA PUBLIC COMPANY LIMITED



CHASE



**Annual Registration Statement / Annual Report 2023
(Form 56-1 One Report)
Chase Asia Public Company Limited**

In the event that this Annual Registration Statement / Annual Report 2022 (Form 56-1 One Report) has referred to information disclosed on the Company's website, it is deemed that the said information disclosed on the Company's website is part of this Form 56-1 One Report. The Board of Directors is responsible for the accuracy and completeness of such referred information likewise presenting information in this Form 56-1 One Report

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Message from the Board Chairman and the Chief Executive Officer

2023 is another relatively challenging year for business sectors. Although the economic driving factors have resumed, as signaled by Thai and global economic recovery from investment, production and tourism sectors which tend to improve, the economic changes in various aspects still cause business sectors to be precautionous and closely monitor, for instance, challenges in the global economy, finance, geopolitical conflicts, rising policy interest rate, US dollar strengthening, increased household debts, rising energy prices, increased unemployment rate, and customers' behavioral changes which correspond with fluctuations and inadequacy of household earnings against higher costs of living. These events continue to pose risks and become factors that put pressure on consumers' debt-serviceability and purchasing power of products and services altogether.

Besides, given the problematic household debts which are clearly visible last year, and result in a high percentage of household debts to gross domestic product (GDP), coupled with the foregoing challenges, Chase Asia Public Company Limited and its subsidiaries (the "**Group**") envisage the best timing to increase our business opportunity to bid for and acquire non-performing debts for management. This is in line with the fact that the volume of non-performing debts in the market continues to rise while Thailand's economic outlook shows a recovery, which is expected to improve the debt collection percentage.

Despite the financial institution employers' tentative decline in debt collection and recover assignments to outsource service providers according to the economic conditions, the Group has made preparations to handle such change by allocating our personnel in the services to strengthen the non-performing asset management segment thanks to the expected increase in workloads based on the aforementioned business opportunity expansion plan.

As the world is currently moving towards the digital economy and society by using information technology and communications as key mechanism to drive the economic development and improve the quality of people's life, the Group finds it vital to use technologies to enhance the efficiency and create value added to our economic activities in various aspects, by way of development of Mobile Application to add more channels for communications and satisfaction survey, and facilitate the services to customers. This will enable the Group to take into account the survey results for further improvement and development of our services, and get our personnel ready for services to customers with the best performance.

The Group operates our businesses on the basis of corporate governance and morality, with due care and responsibility to stakeholders, complies with the laws, and minimizes negative impact on society and the environment, by primarily taking into account all parties concerned. The Group is also committed to achieving business growth and targets according to our plans and strategies based on the sustainable development concept, subject to good governance, risk management and efficient internal control, as well as social and environmental responsibility in our business operations. We continue to focus on and underline the significance of anti-corruption of any form to protect the rights of investors and shareholders and assure them that the Group's business operations are transparent and auditable.

On this occasion, we would like to thank our shareholders, employers, business partners, customers, the press, management and all staff members for being essentially instrumental in supporting our operations, and give our words that we will operate businesses on the basis of professionalism, and continue to develop our corporate competency to align with the sustainable development principles, by focusing on and adhering to the environmental, social and governance (ESG) framework, and equally taking into account the interests of stakeholders both inside and outside the organization.

Mr. Pradit Leosirikul
Chairman of the Board of Directors

Mr. Pracha Chaisuwan
Chief Executive Officer

Part 1

Business Operations and Operating Results

1. Group Structure and Operations

1.1 Policy and Business Overview

Chase Asia Public Company Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) operate two core businesses, namely (1) debt collection and recovery services; and (2) management of non-performing assets. In the past, the Group used to operate the business of lending loans, although the Group has considered discontinuing such business by stopping the consideration and approval of new loans since December 31, 2022, whereas the Group is still monitoring the debtors’ outstanding debt repayments under the agreed upon terms and conditions accordingly.

The Board of Directors, as shareholders’ representatives, takes the role and duties to oversee the Company’s management to comply with resolutions of shareholders’ meetings, laws, objectives and its articles of association, by prescribing objectives and goals, vision, mission, strategies, operational policies, as well as monitor, evaluate and report on performance with efficiency, for sustainable value creation to the businesses, and returns on investment, based on their expertise, the Corporate Governance Code, and the Code of Conduct of the Company.

In 2023, the Company held the Board of Directors’ meetings to consider, review and comment on the Group’s vision, mission, goals and key operational strategies on a regular basis, with updates to be best aligned with the Company’s goals at the present time. The Board of Directors also oversaw and ensured that these operational strategies were put into practice by requiring the management team to report on the operating results to the Executive Committee on a monthly basis, and to the Board of Directors on a quarterly basis. This is to monitor and comment on the management team’s performance to stay efficient in the best interests of the Group. The details of such review of the Group’s vision, mission, goals and key operational strategies are described below.

1.1.1 Vision

The Group’s vision in its business operations is “to be a full-service debt management center by counseling, knowledge and discipline for debt management towards debt resolution.”

1.1.2 Mission

The Company’s main mission includes:

- To build reliable, honest and attentive services to debtors and concerned parties;
- To manage debts professionally on a full-scale service as required by applicable rules and regulations to ensure the utmost satisfaction of trading partners;
- To regularly improve the quality of services and personnel to build personnel specializing in providing the services with new ideas for sustainable growth;
- To create an opportunity for debtors to start a new life;
- To manage and supervise business by “taking into account concerned parties” on the basis of corporate governance, ethics and morality, along with social and environmental responsibility towards the economic and social sustainability.

1.1.3 Goals and Business Strategies of the Group

The Group is committed to developing the organization to become a leader in the full-service debt management for financial institutions subject to the business operations on the basis of corporate governance and the code of ethics to drive the Company’s business towards sustainability, and to be number one in counseling for debtors.

1.1.3.1 Business Strategies of the Group

(A) Expansion of Credit Portfolios for Non-Performing Assets

The Group aims to acquire credit portfolios for non-performing assets worth not less than Baht 1,000 million by 2024, and primarily focuses on credit portfolios for unsecured non-performing assets, such as, personal loan debts and hire-purchase debts, etc., as a type of portfolios in which the Group specializes with long-time experience, and which requires less investment when compared with secured debts, and with a good profit margin.

(B) Development of Debt Collection and Litigation Team for More Efficiency in Debt Collection

The Group focuses on improvement of the efficiency in the debt collection and recovery services, and debts accepted by the Company for management. In this connection, the Group encourages its debt collectors to attend training with the Debt Collection Business to Financial Institution Association (the “**Association**”), and review their knowledge on a yearly basis to ensure that the Group’s staff is knowledgeable, understands and complies with applicable rules. In addition, the Group regularly provides its staff with training to gain new knowledge and learn the existing requirements which they must follow, including negotiation skill development program by inviting

experienced staff to share their techniques to inexperienced staff, for at least 4 hours per person per year. The Group believes that improving the debt collectors' and litigation staff's potential would help the Group to recover debtors' payments more rapidly.

Furthermore, the Group also plans to enhance the efficiency in the debt collection services by way of analysis of historical collection records via the use of IT tools, which the Group believes that this will help not only enhance the debt collection efficiency, but also manage litigation costs.

(C) Creation of More Opportunities to Reach Long-Term Investment Portfolios by Building Good Relationships with Trading Partners

The Group believes that it can continue expand its asset base thanks to the long-time experience and good relationships with trading partners, both financial and non-financial institutions, thereby enabling the Group to promptly receive news on non-performing asset auctions through regular communications.

Moreover, the Group seeks an opportunity to enter into a joint venture with financial institutions or any business alliance to help create more opportunities for growth of credit portfolios for non-performing assets, and long-term opportunities for debt collection and recovery services, as well as minimize risks from the ability to sufficiently acquire non-performing assets at reasonable prices.

(D) Improvement of the Efficiency of Services and Addition of Online Communication Channel

The Group plans to add a communication channel to facilitate customers' access to information and execution of transactions via the Group's Mobile Application, in line with the current behavioral changes of customers who are more tentatively execute transactions only. With the use of the Mobile Application, the Group's debtors may check their debt balances, interest rates, payment records from the Mobile Application. The Group expects that debtors' use of the Mobile Application will help reduce its paper use accordingly, and enable the Group to recover debtors' payments more rapidly. In addition, debtors can evaluate their satisfaction with the services directly via the system, which will enable the Group to use such evaluation results for improvement and development for its services. Such system will be available only in the non-performing asset management and credit service businesses.

The Company's plan for customer relations management is described below.

- (1) To develop and train staff by providing services with honesty, and accurate and complete information to customers;
- (2) To provide staff with applicable legal knowledge training;
- (3) To provide services by way of counseling, advice and suggestions of proper solutions to each customer for decision-making;
- (4) To provide customers with fast services in a timely manner, e.g., delivery of documents to customers;
- (5) To add service channel by developing Mobile Application for customers' inquiries on outstanding debts and payment records.

Quantitative Targets for Development of Customer Satisfaction

Target	2024	2025	2026
Satisfaction Scoring (%)	80	85	90
Customer Feedback Survey (%)	10	10	10

The Company is in the course of implementing this plan, and as such, the customer satisfaction survey is scheduled to start in 2024.

Moreover, the Group plans to update its website as a channel for sale of non-performing assets and communication of promotional activities for non-performing assets. Those interested may conveniently search for the Group's non-performing assets. The Group also plans to add a communication channel for non-performing assets in its Mobile Application. The Company anticipates that such additional channels for sale of non-performing assets will enable the Group to liquidate the non-performing assets faster.

1.1.3.2 Competitive Advantages of the Company

The Company believes that it has the following competitive advantages:

(A) The Group is one of the leading full-service debt management service providers.

The Group believes that as one of the leading full-service debt management service provider, it will help facilitates its trading partners, both financial and non-financial institutions. The Group can provide the collection services of debts which have not yet been classified as non-performing debts to lessen trading partners' burdens to follow up in order to fully contribute time for their core business operations. Should such debts change the status as non-performing debts, the Group may accept transfer of such debts for further management in order to shorten the

duration and procedures for searching and/or getting to know debtors, which will render the management transition to proceed seamlessly.

The Group's business operations which cover both the debt collection and recovery services for trading partners, and the debt collection services from credit portfolios for non-performing assets will enable the Group to utilize its resources efficiently.

(B) The Group has long-time experience and expertise in the industry.

The Group has over 20 years of experience in the debt negotiation and recovery services, and as such, the Company has staff who specializes in the debt collection steps and procedures, and is well aware of and understand applicable rules and regulations. In addition, the Group's over 20 years of experience have brought about good and long-standing relationships with financial institutions, and understanding of credit portfolios for non-performing assets sold by each of the financial institutions, and as such, the Group is capable of reasonably determining purchase prices and selecting appropriate portfolios for management.

Moreover, the performance of the Group's top management is well recognized and accepted in the non-performing asset management industry, thanks to their long-time experience in the field through multiple financial crises, namely from the 1997 Asian financial crisis (Tom Yam Kung crisis), the 2008 subprime mortgage crisis (Hamburger crisis), up to the financial crisis caused by the coronavirus disease 2019 ("COVID-19") pandemic. They are knowledgeable and understand the business cycle very well and capable of properly adapting to changing situations and economic conditions, not to mention that Khun Pracha Chaisuwan, the Group's founder, is the President of the Debt Collection Business to Financial Institution Association.

(C) The Group has a number of personnel with legal knowledge and expertise in the debt collection.

As of December 31, 2023, the Group has 105 litigation personnel with expertise in the debt collection law and the law enforcement procedure, which enable the Group to pursue non-performing debtors requiring the legal procedure. Such ability allows the Group to accept a more variety of jobs as it can recover debts in every status in the debt collection and recovery services. Moreover, the debt collection services for non-performing debtors requiring the legal procedure would be charged at a higher service rate than debts in other status. As for the management of non-performing assets, such ability for law enforcement in the efficient debt collection also enables the Group to recover more debts accordingly.

(D) The Group manages its assets efficiently as evidenced by the outstanding operating results and profitability as a front-runner in the industry.

The Group's operating results are outstanding. During the fiscal years ended December 31, 2021, 2022 and 2023, the Group's interest income and service and professional fee income amounted to a total of Baht 729.5 million, Baht 671.7 million, and Baht 650.6 million, respectively, with the net profit margins at 36.9 percent, 21.3 percent, and 19.5 percent, respectively.

Furthermore, the Group's financial position is strong, and as at December 31, 2021, 2022 and 2023, the Group's debt to equity ratio amounted to 0.31 times, 0.42 times, and 0.15 times, respectively, reflecting the possibility for additional borrowing for the Group's business expansion.

(E) The Group has experience in debt collection and management of non-performing debts, both unsecured and secured loans.

The Group has experience in debt collection and management of non-performing debts, both unsecured and secured loans, and as such, the Group's business structure is flexible, namely, it is capable of accepting transfer of non-performing assets, both unsecured and secured loans, to increase the opportunity for growth of credit portfolios for non-performing assets during the economic downturn while the supply of non-performing assets in the Thai financial institution system is increasing. As at December 31, 2023, the Group extended credits for non-performing assets in the form of unsecured loans in the amount of approximately Baht 551.1 million or representing around 94.5 percent of total credits for non-performing assets of the Group, and extended credits for non-performing assets in the form of secured loans in the amount of approximately Baht 148.5 million or representing around 5.5 percent of total credits for non-performing assets of the Group.

(F) The Group's major shareholder is reputable and has a variety of businesses as its alliances.

The Group is in alliance with RS Public Company Limited ("RS"), as in 2021, RS envisaged that the Group's business had potential and opportunities for high growth, both during economic growth and downturns, and as such, R Alliance Co., Ltd., a subsidiary of RS, acquired 35.0 percent of issued and paid-up shares in the Company from the existing shareholders. On November 16, 2022, RS Public Company Limited restructured its internal shareholding structure by having R Alliance Co., Ltd. transfer the Company's shares to RS Mall Co., Ltd. and RS LiveWell Co., Ltd., subsidiaries of RS.

RS is reputable and has a good management system with corporate governance. In 2022, RS was awarded an Excellent CG Scoring from the Corporate Governance Report of Thai Listed Companies, and concurrently included in the Thailand Sustainability Investment (THSI) which is accepted and successfully and rapidly adapting to changes in innovations and consumers' behavior. Having RS as its shareholder helps promoting the Group to have an audit mechanism through supervision and management in the capacity as directors and executive directors to check and counterbalance the operations by the Group's management, which would ensure the Company's corporate governance to improve continuously.

Apart from that, RS has a strong financial position and is a listed company on the SET, with various channels for access to sources of funds and financial tools, which would help the Group to be flexible for its capital restructuring and financial strategies to support the Group's business expansion.

1.1.4 Material Changes and Developments

The Company was founded in 1998 by Khun Pracha Chaisuwan and the management team to provide the debt collection and recovery services which were high in demand as a result of the 1997 financial crisis. Initially, the Group provided such services to financial institutions encountering problems in the collection of non-performing assets. Moreover, the Group also provided the debt collection and recovery services to other clients, e.g., clients in mobile phone companies and other service providers whose customers failed to settle the service charges. Thereafter, Khun Pracha Chaisuwan foresaw the opportunity for debt management business for financial institutions, and thus founded Resolution Way Co., Ltd. ("**RWAY**") in 2003 to acquire non-performing debts in the form of unsecured loans from Cetelem (Thailand) Limited, which operated the hire-purchase consumer credit business, and RWAY was regarded as one of the first private companies in Thailand that acquired non-performing assets in the form of unsecured loans. In addition, in 2012, RWAY obtained a license to operate personal loan business under the regulation of the Bank of Thailand.

With the commitment to developing the Group to become a full-service non-performing debt management service provider, Khun Pracha Chaisuwan and the management team then founded CF Asia Asset Management Co., Ltd. ("**CFAM**") to accept transfer of non-performing assets from financial institutions in 2012, and obtained a license to operate an asset management business under the Emergency Decree on Asset Management Company B.E. 2541 (1998) (as amended) (the "**Emergency Decree on Asset Management Company**") in 2013.

In 2015, Khun Pracha Chaisuwan acquired COURTS Megastore (Thailand) Co., Ltd. ("**COURTS**") to operate a lending business under the Civil and Commercial Code (the "**CCC Loans**"). However, by resolution of the Board of Directors' Meeting No. 2/2022 on November 14, 2022, the Group plans to discontinue the consideration and approval of new loans since December 31, 2022.

In 2020, the Group acquired 100.0 percent of their issued and paid-up shares in RWAY, CFAM and COURTS from the existing shareholders as part of the Group's shareholding restructuring to prepare for an initial public offering (IPO) and listing of the Company's ordinary shares on the SET.

In 2021, R Alliance Co., Ltd., a subsidiary of RS Public Company Limited, envisaged that the Group's business had potential and could give rise to business opportunities under every economic circumstance, and as such, acquired 35.0 percent of issued and paid-up shares in the Company from the existing shareholders. In 2022, RS Public Company Limited restructured its internal shareholding structure by having R Alliance Co., Ltd. transfer the Company's shares to subsidiaries of RS Public Company Limited, namely RS Mall Co., Ltd. in the amount of 308,954,600 shares, and RS LiveWell Co., Ltd. in the amount of 240,000,000 shares.

Milestones and highlights of the Group may be summarized as follows:

Year	Highlights
1998	Khun Pracha Chaisuwan and the management team founded the Company with a registered capital of Baht 1.0 million to provide the debt collection and recovery services.
2001	The Company opened the first branch office located in Nakhon Ratchasima Province.
2003	RWAY was founded with a registered capital of Baht 1.0 million, which was subsequently increased to Baht 10 million to acquire non-performing accounts receivable.
2005	The Company was engaged by American Expressway Co., Ltd. to provide the debt collection and recovery services for the first year, which continues until now.
2012	<ul style="list-style-type: none"> CFAM was founded with a registered capital of Baht 40.0 million to accept transfer of non-performing assets from financial institutions in 2012. The Company opened its 10th branch office located at Hat Yai District, Songkhla Province.
2015	COURTS was acquired from the existing shareholders to carry on the CCC Loans business.
2020	The Company acquired shares in RWAY, CFAM and COURTS from the existing shareholders as part of the Group's shareholding restructuring to prepare for an initial public offering (IPO) and listing of the Company's

- ordinary shares on the SET, thereby causing the Company to hold 100.0 percent of issued and paid-up shares in the subsidiaries.
- 2021 R Alliance Co., Ltd., a subsidiary of RS Public Company Limited, acquired 35.0 percent of issued and paid-up shares in the Company from the existing shareholders.
- 2022
- The Extraordinary General Meeting of Shareholders No. 1/2022, which was held on August 5, 2022, resolved to approve the following transactions:
 - The Company was converted from a limited company to a public limited company for listing on the SET.
 - The par value was change from Baht 100.0 per share to Baht 0.5 per share.
 - The Company's registered capital was increased by issuing 417.0 million newly issued ordinary shares with a par value of Baht 0.5 per share.
 - The allocation of the Company's newly issued ordinary shares was approved for an initial public offering (IPO).
 - The Company's shares were approved for listing on the SET.
 - RS Public Company Limited restructured its internal shareholding structure by having R Alliance Co., Ltd. transfer the Company's shares to RS Mall Co., Ltd. and RS LiveWell Co., Ltd., subsidiaries of RS Public Company Limited.
 - The Company considered the risks of debtors' debt-serviceability from Hope Loan, and resolved to suspend Hope Loan extension, provided that such loans would be approved only for debtors who had already consulted with the Group and been in the course of negotiation with the existing creditors, and the consideration and approval of new loans would be discontinued since December 31, 2022. For accounts receivable in the loan business currently with outstanding balances, the Group would continue to monitor all debtors' debt repayments under the agreed upon terms and conditions accordingly.
- 2023
- The Company was successfully listed on the Stock Exchange of Thailand by its abbreviated name "CHASE" and started trading on February 21, 2023 under the Financial Industry.
 - The Company was awarded a 5-star or "Excellent" CG Scoring in 2023 from the Thai Institute of Directors (IOD) sponsored by the Stock Exchange of Thailand under the Corporate Governance Report of Thai Listed Companies 2023 (CGR), which was the first year of the Company's participation in the program after listing on the SET, and also received a 4 medal scoring for the Annual General Meeting Quality Assessment (AGM Checklist) in 2023 from the Thai Investors Association.
 - The Company declared the intention to participate in the Thai Private Sector Collective Action against Corruption (CAC) Program.
 - The Group achieved its target of bidding for acquisition of non-performing assets with an investment budget of Baht 1,000 million, which was regarded as the year with the highest debt acquisition, and also introduced technologies to enhance the efficiency of debt collectors on a full scale, which caused the debtor contact rate higher.

Use of Proceeds from the Initial Public Offering (IPO)

Further to the Company's initial public offering of 417,000,000 newly issued ordinary shares during February 13 – 15, 2023 at the offering price of Baht 2.90 per share, and the listing of such shares on the Stock Exchange of Thailand on February 21, 2023, the Company earned net proceeds from the IPO, less relevant expenses, in the amount of Baht 1,173.5 million. The Company reported the use of proceeds from the IPO as of December 31, 2023 to acquire non-performing assets in the amount of Baht 1,102.5 million, and as its working capital in the amount of Baht 71 million according to the Company's purposes and plan for use of proceeds.

1.2 Nature of Business

1.2.1 Revenue Structure

The Group generates core revenue from (1) debt collection and recovery services; and (2) management of non-performing assets.

The Group's revenue structure for the fiscal years ended December 31, 2021, 2022 and 2023 may be classified by business category as follows:

Revenue by Business Category	For the fiscal years ended December 31,					
	2021		2022		2023	
	Million Baht	percent ¹	Million Baht	percent ¹	Million Baht	percent ¹
Debt collection and recovery services	276.27	37.87	226.43	33.71	185.65	27.34
Management of non-performing assets	375.26	51.44	415.38	61.84	464.92	68.47
- Interest income	306.89	42.07	408.33	60.79	464.92	68.47
- Gain from derecognition of loans to non-performing assets ²	68.37	9.37	7.05	1.05	-	-
Others ²	77.97	10.69	29.90	4.45	28.42	4.19
- Interest income from Hope Loan ³	77.06	10.57	29.49	4.39	25.65	3.78

Revenue by Business Category	For the fiscal years ended December 31,					
	2021		2022		2023	
	Million Baht	percent ¹	Million Baht	percent ¹	Million Baht	percent ¹
- Interest income from bank deposits	0.91	0.12	0.41	0.06	2.76	0.41
Total interest income and service and professional fee income	729.50	100.00	671.71	100.00	678.98	100.00

Remarks: ¹ percent of total interest income and service and professional fee income

² Gain on derecognition of loans to non-performing assets occurs from debt refinance by CFAM/RWAY debtors borrowing loans from COURTS

³ The Company considered the risks of debtors' debt-serviceability from Hope Loan, and resolved to suspend Hope Loan extension, provided that such loans would be approved only for debtors who had already consulted with the Group and been in the course of negotiation with the existing creditors, and the consideration and approval of new loans would be discontinued since December 31, 2022. For accounts receivable in the loan business currently with outstanding balances, the Group would continue to monitor all debtors' debt repayments under the agreed upon terms and conditions accordingly.

1.2.2 Information on Products or Services

1.2.2.1 Characteristics of Products or Services and Supply of Products or Services

The Group's business operations may be divided into two businesses, namely (1) debt collection and recovery services; and (2) management of non-performing assets, with the details as follows:

(A) Debt Collection and Recovery Services

In the past, the Group has provided debt collection and recovery services to financial institutions (commercial banks) and non-financial institutions (collectively, the "Employers") to follow up and demand debtors to pay their debts under the conditions as designated by the Employers. There are a variety of debts which the Group provides the debt collection and recovery services to financial institutions, such as, personal loan debts, credit card debts, etc. The majority of debts which the Company provides the debt collection and recovery services to the Employers, which are non-financial institutions, involve such service providers whose customers owed the service charges. Other than the debt collection and recovery services, the Group also provides litigation services on a full-scale basis to the Employers, which include service of notices, filing of lawsuits against debtors, and legal execution of court judgments against debtors, etc. As of December 31, 2022, the Company has only clients which are financial institutions and their affiliated companies.

In order to ensure that the Group's debt collection services comply with its rules and regulations, and the Bank of Thailand's rules and regulations, the Company has a policy to have all debt collectors undergo training from the Debt Collection Business to Financial Institution Association, or related knowledge training hosted by the Group. Moreover, all debt collectors of the Group are also registered with the Lawyers Council of Thailand.

The Group earns remuneration from the debt collection and recovery services at the rates agreed upon with the Employers, depending on the debt complications, based on the percentage of the sums collected and recovered by the Group, and remuneration from the litigation services in the form of professional fees per case.

The following table demonstrates revenue from the debt collection and recovery services for the fiscal years ended December 31, 2021, 2022 and 2023, by type of services:

Type of Services	For the fiscal years ended December 31,					
	2021		2022		2023	
	Million Baht	percent	Million Baht	percent	Million Baht	percent
Debt collection and recovery	215.3	77.9	182.38	80.5	162.02	87.28
Litigation	60.9	22.1	44.05	19.5	23.63	12.72
Total service and professional fee income	276.3	100.0	226.43	100.0	185.65	100.0

The following table demonstrates the success rate and the commission rate on average for the fiscal years ended December 31, 2021, 2022 and 2023:

Particulars	Unit	For the fiscal years ended December 31,		
		2020	2021	2022
Total debt balance under the debt collection services (end of period)	Million Baht	19,290.2	15,390.1	12,983.2

Particulars	Unit	For the fiscal years ended December 31,		
		2020	2021	2022
Total debt balance collected (during the period)	Million Baht	959.5	846.3	612.2
Revenue from services	Million Baht	215.4	182.4	162.0
Success rate	percent	5.1	4.9	4.3
Average commission rate	percent	22.4	21.6	26.5

Debt Collection and Recovery Services

From its past experience and reputation well recognized in the industry, the Company has been regularly approached by financial institutions and the Employers which are non-financial institutions. The Company considers accepting jobs by taking into account the business category and nature of products of the Employers, including the Company's sufficient personnel.

Upon receipt of contact by an Employer, and should the Company consider accepting the job, the Company would enter into an engagement agreement with the Employer to obtain debtors' information from the Employer accordingly. Once the Company receives debtors' information from the Employer, the Company would then thoroughly check the completeness of such information before entering the same into the Company's debt collection and management system.

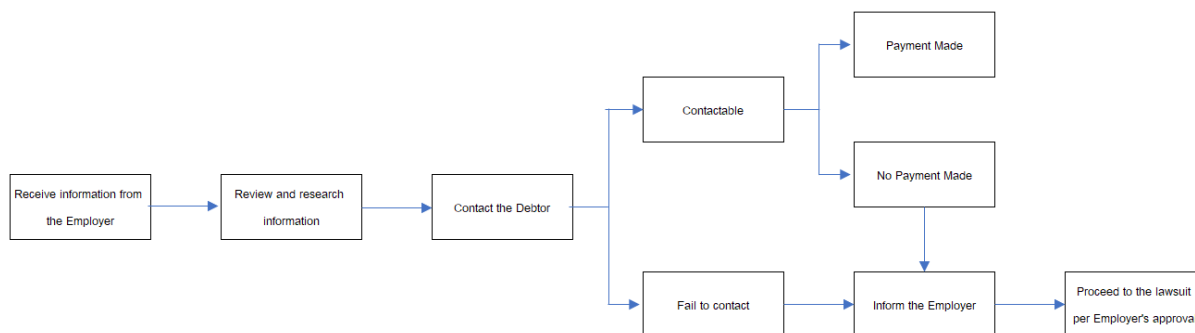
The Company would sort the list of debtors into groups and assign its debt collectors to contact debtors according to such information provided by the Employer within 48 hours or in accordance with the conditions and policy of the Employer. The Company's staff would use such information provided by the Employer, and their experience and expertise in data search to contact debtors. In the event where any debtor cannot be contacted, the Company would inform the Employer accordingly. Should the engagement agreement include the litigation services, the Company would use the court proceedings as the next step. However, should the engagement agreement not cover the litigation services, the Company would suggest the Employer to grant approval for the Company to represent it in the legal proceedings for the purpose of debt collection for the Employer.

Prior to proceeding with the debt collection, the debt collector in charge will inform the debtor every time of his/her full name according to the identification card, the Company's name, and the Employer's name, as well as the debts under the Company's assignment for the debt collection, and the debt collector will always verify the debtor's identity before proceeding with the debt collection, e.g., asking and confirming the debtor's full name, etc.

The debt collectors are obliged to contact, negotiate, offer counseling and solution with debtors in order for them to settle their debts owed to the Employers. The Company has a policy for its staff to contact debtors based on such information provided by the Employers only via the Company's telephone system, which will record all telephone conversation between the Company's staff and debtors, and keep such data as agreed upon with the Employers for submission to the Employers for review of the Company's operations at the Employers' request. In addition, the Company will submit a summary of the debt collection by the Company according to the timeline as designated by each Employer.

Debtors will make payments to the Employer directly only through the channels designated by the Employer, since the Company has no policy to receive any debt payments for further remittance to the Employer at a later date. The Employer will send a daily report on the debt payments to the Company to confirm debtors' payment status for the Company to obtain up-to-date debtors' payment status in order to avoid any repeated collection and prevent any complaints.

The procedures for the Company's debt collection and recovery services may be summarized as follows:



(B) Management of Non-Performing Assets

The Group operates the business of management of non-performing assets mostly transferred from financial institutions in Thailand, both secured and unsecured, through its two subsidiaries, namely CFAM which is licensed by the Bank of Thailand to operate the business under the Emergency Decree on Asset Management Company, and RWAY. CFAM focuses on acquiring non-performing accounts receivable from sellers which are financial institutions under the regulation of the Bank of Thailand, while RWAY focuses on acquiring non-performing accounts receivable from sellers which are not financial institutions under the regulation of the Bank of Thailand.

The Group accepts transfer of non-performing assets, both secured and unsecured, from financial and non-financial institutions, for debt collection and recovery, by way of counseling for debt resolution to debtors and/or counseling for debt restructuring, using its experience in the debt collection and recovery services to manage non-performing assets to the maximum benefits.

Management of Non-Performing Assets

The Group always monitors information and searches for opportunities to acquire non-performing assets from financial and non-financial institutions (the “Sellers”). Generally, the Sellers would offer non-performing assets for sale by way of auction or direct negotiation with asset management companies. Should the Company find any non-performing assets offered by any Seller for auction or sale attractive, the Group would express its intention to attend such auction or enter into negotiation and execute a confidentiality agreement with the Seller to obtain such documents regarding information of non-performing assets offered for sale so as to proceed with a due diligence investigation and data analysis to determine a reasonable purchase price. In the course of the due diligence investigation, the Group’s Portfolio Analysis Department would essentially consider the justification of the rate of return on investment and risks thereof from key factors, namely, debts by right of claim, debtors’ historical backgrounds, cash flow forecast expected to be derived by the Group from all debtors, litigation status, types and quality of collateral, etc. Should the non-performing assets offered for sale be secured non-performing assets, the Portfolio Analysis Department would consider the collateral values in order to determine a purchase price before submission to the authorized person for further approval of such acquisition.

In general, the Group will pay for such assets acquired from financial institutions on the date of the Groups execution of the relevant purchase and sale of non-performing assets, provided that the payment terms shall be as agreed upon between the Group and the Seller.

As at December 31, 2021, 2022 and 2023, the Group has loans to non-performing assets (before deduction of allowance for expected credit losses and addition of accrued interest) per the Group’s consolidated financial statements in the amount of Baht 1,415.4 million, Baht 1,780.8 million, and Baht 2,699.6 million, respectively, which may be divided by collateral and type of loans, as follows:

Loans to Non-Performing Assets by Collateral	As at December 31,					
	2021		2022		2023	
	Million Baht	percent	Million Baht	percent	Million Baht	percent
Secured	179.6	12.7	171.9	9.7	148.5	5.5
Unsecured	1,235.7	87.3	1,608.9	90.3	2,551.2	94.5
Total	1,415.3	100.0	1,780.8	100.0	2,699.6	100.0

The following table demonstrates loans to non-performing assets – net per the Group’s consolidated financial statements by type of loans as of December 31, 2021, 2022 and 2023:

Loans to Non-Performing Assets by Type of Loans - Net	As at December 31,					
	2021		2022		2023	
	Million Baht	percent	Million Baht	percent	Million Baht	percent
Personal loan debts	634.5	44.8	713.7	40.1	1,400.2	51.9
Hire-purchase debts	601.3	42.5	895.1	50.3	1,151.0	42.6
Housing loan debts	179.6	12.7	171.9	9.7	148.4	5.5
Total	1,415.3	100.0	1,780.8	100.0	2,699.6	100.0

Management of Non-Performing Assets

Once the Group has entered into the purchase and sale agreements for non-performing assets from financial institutions, the Group would obtain debtors’ information and then thoroughly check the completeness of such information before entering the same into the Group’s debt collection and management system.

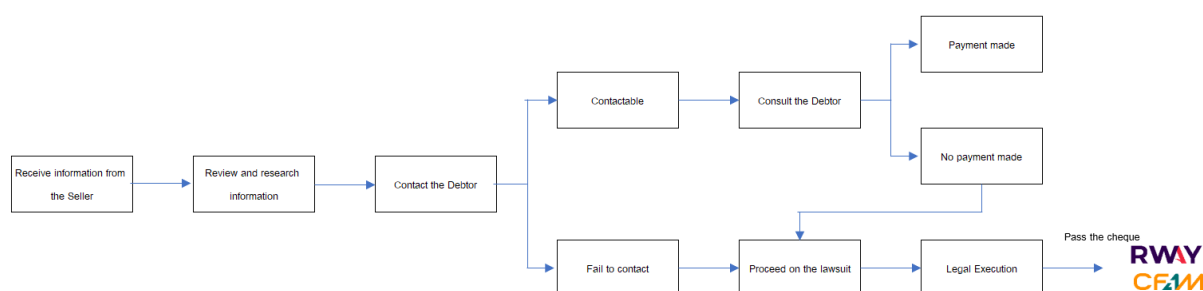
The Group will contact debtors, guarantors and mortgagors and send them a notice of assignment of claims informing the debtors of the Group's status as creditor by virtue of the assignment of claims from the Seller, the debts, contact and payment channels of the Group. In the event where the Group cannot contact any debtors, the Group may consider using the court proceedings to take legal actions against such debtors.

Once the Group has contacted the debtors, the Group will provide them with counseling and solutions, and may consider granting discounts to the debtors, taking into account their payment records, income, careers, collaterals, etc., for submission to the authorized person for further consideration and approval. However, should any debtor fail to negotiate or settle the debts, the Group may take the legal proceedings for further actions.

Payment Channels

At present, the Group uses the Bill Payment System to receive payments from debtors, whereby the Group's debtors will receive payment form in order to scan barcode or QR Code to make payments at (1) payment service points at all Lotus's branches; (2) Mobile Banking Application of all banks; or (3) payment orders or money transfer from the debtors' bank accounts to the Group's bank account via any branch of commercial banks or ATM machines.

The procedures for management of non-performing assets of the Group may be summarized as follows:



(C) Other Business

In the past, the Group (COURTS and RWAY) engages in the personal loan business under the regulation of the Bank of Thailand and the CCC Loans business to non-performing debtors, both debtors of the Group (CFAM and RWAY) and non-performing debtors of other financial institutions, under the product name Hope Loan (the “**Hope Loan**”), with the main purpose of affording non-performing debtors with debt-serviceability potential an opportunity to resolve their debt problems on the basis of debt consolidation, reduction and resolution. In this regard, the Company will provide advice to debtors to resolve their debt problems by extending Hope Loan to non-performing debtors (both such debts of CFAM and RWAY and those of other financial institutions) whom the Company believes that they are capable of repaying the loans. The Company will check the applicants' payment records of other loans from the Credit Bureau reports, consider their debt-serviceability, monthly installment plan, and in case an applicant is a new external customer without any payment records with the Group, the applicant must be accompanied by a co-borrower and/or collateral, etc. Should the Company consider approving the applicant's application, Company will prepare only a cheque payable to the order of the original financial institution in order to close the original debt account on the date the Company and the debtor execute the loan agreement. COURTS started to operate the Hope Loan business since 2017 and RWAY discontinued extending Hope Loan since 2020.

However, the Company considered the risks of debtors' debt-serviceability from Hope Loan, and resolved to suspend Hope Loan extension, provided that such loans would be approved only for debtors who had already consulted with the Group and been in the course of negotiation with the existing creditors, and the consideration and approval of new loans would be discontinued since December 31, 2022. For accounts receivable in the loan business currently with outstanding balances, the Group would continue to monitor all debtors' debt repayments under the agreed upon terms and conditions accordingly.

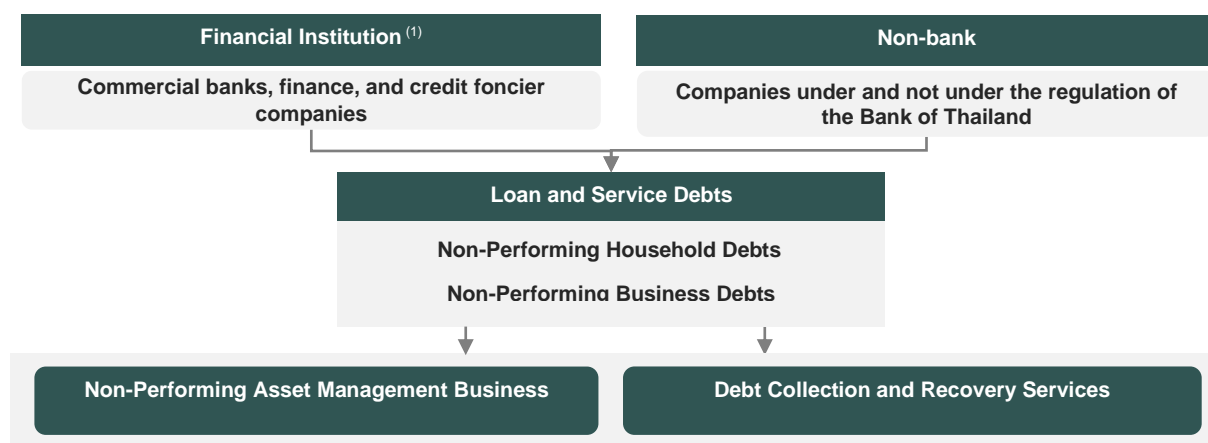
Even though COURTS and RWAY have discontinued the consideration and approval of new loans since December 31, 2022, the Group initially continues to earn interest income from Hope Loan due to monitoring of debt repayments by debtors whom COURTS and RWAY previously extended the loans under the agreed upon terms and conditions. Moreover, RWAY plans to use proceeds from the Hope Loan debt collection to bid for non-performing assets portfolio accordingly.

1.2.2.2 Marketing and Competition

Asset management companies play a key role in the national economic development, as a mechanism for non-performing debt resolution, with the duty to acquire or accept transfer of non-performing secured and unsecured assets for management, debt restructuring and negotiations under such measures as set out by law. The disposal or transfer of such responsibility for non-performing asset management to asset management companies which particularly specialize in non-performing asset development will help reduce the volume of non-performing debts in the Thai financial institution system, and also reduce the financial institutions' non-performing debt forecast, which serves as a good solution to financial restructuring for financial institutions, enables them to focus on lending transactions towards the credit system development, and strengthen Thailand's economy to grow with quality and sustainability. However, each of financial institutions or non-bank service providers manage their non-performing debts differently in three major directions as follows:

- (1) An internal unit is delegated to proceed with negotiations and provide the debt collection and recovery services in respect of delinquent accounts and non-performing debts, which may incur high costs and lack efficiency should the personnel in charge have no direct expertise in the debt collection. Moreover, as long as financial institutions or non-bank service providers continue to hold non-performing debts, they would be required to establish provisions/allowances as required by applicable rules and regulations.
- (2) A third party is engaged to proceed with negotiation, and provide the debt collection and recovery services, including litigation services, which would help improve the efficiency in the non-performing debt management, as a popular alternative particularly among financial institutions, e.g., commercial banks and personal loan business, etc. However, given that the Employers continue to hold non-performing debts, they would be required to establish provisions/allowances as required by applicable rules and regulations.
- (3) Non-performing debts are sold at a discounted price to asset management companies, which serves as an alternative to afford the lenders versatility to control their non-performing loans at an appropriate level, reduce costs and expenses in the debt collection, and alleviate their burden to establish provisions/allowances as required by applicable rules and regulations. At the same time, such asset management companies would be required to manage and assume the risks of collection of such debts acquired, although there are opportunities to generate profits from successful debt collection.

Chart of Relationships of Non-Performing Business Debts and Non-Performing Consumer Debts with Non-Performing Asset Investment and Management and Debt Collection and Recovery Services



Remark : Thailand's financial institutions under the Bank of Thailand's notification include: (1) depository corporations, e.g., commercial banks, saving cooperative and credit unions, credit foncier companies and finance companies, etc.; and (2) non-depository corporations, e.g., mutual funds, insurance companies, provident funds, credit companies, asset management companies, and securities companies, etc. (Source: The Bank of Thailand)

(1) Thailand's Economic Overview**Thai Economy in 2023**

The Thai economy slowed down in line with tourist expenditures and the value of exports, excluding gold, which softened due to the subdued global demand, and partially from structural factors, which held back the recovery in manufacturing production, industrial and tourism sectors, such as, the fact that China's economy relied more on its own production caused the manufacturing production and private investment indicators to decline. Public spending also contracted from capital expenditures of the central government and state enterprises. However, private consumption and service sector continued to improve and remained to be the key driver of the Thai economy.

Headline inflation declined thanks to government's subsidy on benzene prices as well as lower global crude oil prices. Fresh food prices also declined due to higher output, while core inflation remained at a similar level. Although, the overall labor market conditions continued to improve from the previous quarter, a weaker sign in manufacturing employment was observed. The current account balance registered a lower surplus compared to the previous quarter, mainly from a smaller surplus in the trade balance.

Thai Economic Outlook in 2024

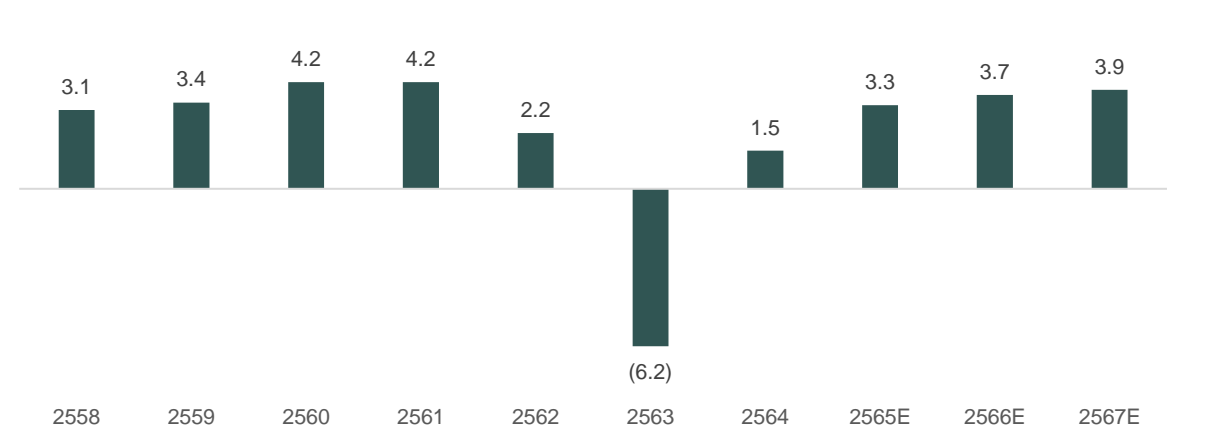
The Thai economy in 2024 is projected to expand in the range of 2.7 – 3.7 percent, with key supporting factors from:

- (1) The return to an expansion of exports;
- (2) The favorable growth of private consumption and private investment;
- (3) The continual recover of tourism sector.

Private consumption and private investment are expected to increase by 3.2 percent and 2.8 percent, respectively. Export value of goods in US dollar terms is anticipated to expand by 3.58 percent. Headline inflation is estimated to be in the range of 1.7 - 2.7 percent and the current account is projected to record a surplus of 1.5 percent of GDP.

Thai Economic Performance in Q4 of 2023 and the Outlook for 2024

Sources: The Bank of Thailand, Press Release on the Economic and Monetary Conditions for December and the Fourth Quarter of 2023, and the Thai Economic Performance Reports in Q4 of 2023 the Outlook for 2024 by the Macroeconomic Strategy and Planning Division, Office of the National Economic and Social Development Council



(2) Non-Performing Asset Management Industry

The non-performing asset management industry relies mainly on the needs of clients, both financial and non-financial institutions, and demands from the volume of non-performing debts held by financial institutions or lenders, particularly commercial banks, which are required to establish provisions according to the Bank of Thailand's regulations. Such industry grows in the direction opposite to the country's economic conditions. That is, at the time of an economic slowdown with an increasing volume of non-performing debts in the Thai financial institution system, it would be a good timing for the non-performing debt management business to acquire more debts.

The majority of non-performing debts from financial institutions mainly comprises non-performing debts from loans to small and medium enterprises (SME) and household loans (Source: Article Titled "Asset Management Company" released by the Bank of Thailand on March 18, 2019), which may be divided into two categories, namely unsecured and secured debts. Secured debts require higher investment costs than unsecured debts as collateral can be seized and enforced by legal proceedings, and can be sold at auction for debt repayments, e.g., housing loans, etc.

Factors with Impact on Non-Performing Asset Management Business Growth

(2.1) Macroeconomic Factors

Key factors which may affect the industry are the Thai economic growth and expansion. At the time of an economy downturn or a negative economic growth rate (GDP), private investment would slow down. In addition, the global economy also directly affects Thailand's industry in export and tourism sectors, which would negatively affect the employment rate, and as such, the debt-serviceability would be at the risk of debtors' default, which would increase the non-performing debts to the loan volume in the economic system. On the contrary, at the time of a continued economic expansion or growth, the non-performing debts to the loan volume in the system would decline as the public and private expenditures would stimulate employment, thereby strengthening debtors' debt-serviceability. Besides, during an economic expansion, the loan volume in the system may increase in line with private investment and household consumption expenditure, which may result in growing volume of non-performing loans in line with the increased loan volume in the system accordingly.

Household debts, as part of the factors contributing to increase in non-performing assets in the market, expanded at a lower rate. In the third quarter of 2023, household debt totaled Baht 16.2 trillion, representing an increase by 3.3 percent from the same quarter of the previous year. The percentage of household debts to gross domestic product (GDP) was at 90.9 percent which remained unchanged from the previous quarter. In the third quarter of 2023, NPLs amounted to Baht 1.52 hundred billion, representing 2.79 percent to total credits, an increase from 2.71 percent in the previous quarter. Thailand's percentage of household debt to GDP was higher than other emerging market economies, such as, India, Indonesia and Malaysia.

Reference: Office of the National Economic and Social Development Council, Thai Society; The Bank of Thailand, Project Pier

(2.2) Legal and Regulatory Factors

As of January 1, 2020, a new Thai Financial Reporting Standards 9 (TFRS 9) came into force, whereby the basis of provision established by financial institutions has changed and become more stringent than that of the existing accounting standards which require a provision to be established from incurred loss, to expected loss, in order to cover events in the future which may affect debtors. Therefore, the operating costs of financial institutions tend to increase and may be required to recognize provisions faster according to debtors' changing status at any given time, and as such, it is likely for financial institutions to sell more non-performing debts to the system to minimize their burden of establishing such provisions.

(3) Debt Collection and Recovery Service Industry

The debt collection and recovery service industry rely mainly on the needs from the same group of clients in the non-performing asset management industry, namely financial and non-financial institutions. The demands of the debt collection and recovery services originate from the volume of non-performing debts which are not available for sale in the financial institution system, and non-financial institutions whose customers owed the service charges. Therefore, at the time of an economy downturn or an increasing volume of debts in the system, the accumulation of the outstanding loans or debts from purchase of goods and services may increase, thereby resulting in increasing demand for the debt collection and recovery as well as litigation services accordingly.

The factors which affect the Group's business operations mainly originate from commercial banks' employment for collection of household loans, e.g., hire-purchase loans, personal loans, etc. Therefore, the volume of household loans of commercial banks and the volume of non-performing debts from such loans held by commercial remain the key factors to the debt collection business.

Factors with Impact on Debt Collection and Recovery Service Industry

(3.1) Macroeconomic Factors

The debt collection and recovery services rely on the economic conditions. That is, at the time of an economic slowdown or downturn, the confidence in private investment and household consumption expenditure may decline, which will negatively affect revenues of business operators and their employees, and result in unemployment, thereby causing commercial banks and service providers to encounter problems in respect of loan repayments or payments for goods and services by debtors.

(3.2) Legal and Regulatory Factors

The Debt Collection Act B.E. 2558 (2015)

On November 21, 2019, the Debt Collection Supervisory Committee issued a notification on the number of times of contact for debt collection in addition to the Debt Collection Act B.E. 2558 (2015) to properly control the debt collection and to prevent any serious infringement of privacy, and as such, the debt collectors may not contact for debt collection more than once a day. In this connection, financial institutions with their own debt collection units may not be able to use their personnel to the full capacity due to the restricted number of times of contact, and the risk of lawsuits should any debt collector fail to strictly comply with the applicable laws and rules. Moreover, on September 13, 2021, the Debt Collection Supervisory Committee issue another notification on rates of fees or expenses in the debt collection charged to debtors to prevent any collection of the debt collection fees from debtors at unfair rates. Such notification prescribes a fixed fee rate per collection, and as such, the debtor collectors may not collect any collection fees exceeding the prescribed rate, despite the fact that such costs actually incurred may be higher. In this respect, the demand for third party debt collection and recovery services tends to increase among clients unable to reasonably manage their debt collection costs. The majority of the debt collection costs charged by third party services is in the form of commission and success fee, which will allow clients to properly manage their operating costs and minimize fixed costs in their business, e.g., staff costs.

However, the Company's volume of jobs from the Employers is not affected by such measures since clients' demand for the services exceeds the Company's capacity. Moreover, the Group's long experience in the debt collection under the rules and legal provisions in fairness to debtors has enabled the Group to continue its business operations as usual without any legal disputes or complaints from debts until now.

Debt Relief Measures for Retail Debtors Affected by COVID-19 Pandemic

The Bank of Thailand launched the first debt relief measures to assist debtors during the COVID-19 pandemic on March 26, 2020, followed by subsequent debt relief measures from time to time. Most recently on September 3, 2021, the Bank of Thailand announced the third phase of its debt relief measures to assist retail debtors, whereby the affected debtors may register for assistance during May 17 – December 31, 2021. Such measures included principal payment suspension and partial interest payment, extension of payment period and installment plan or suspension of installment payments, depending on loan categories, which may cause debtors to prolong their debt payments, and affect revenue in the debt collection services which in part rely on success of the debt collection.

(4) Competition

The Group is a non-bank business operator and provides full-scale financial services covering two core businesses, namely the debt collection and recovery services, and the management of non-performing assets. At present, there are multiple players in the asset management and debt collection businesses. However, only a handful of business operators are capable of engaging both businesses such as the Group.

When compared with new operators which may be the Company's potential competitors, the Company has personnel with more than 20 years of experience in the debt collection and recovery services and the management of non-performing assets, and over 10 branches available for service nationwide. Therefore, the Company's management services are closely accessible to clients in every region, and from the competitive context, a relatively high level of investment would be required to compete in the market. Moreover, the Company also has a management team with expertise and long-time experience to justify our competitive advantage.

1.2.2.3 Assets Used in Business Operations

As at December 31, 2023, the Group's fixed assets used in its business operations based on the net book value less accumulated depreciation in the consolidated financial statements amounted to Baht 408.4 million or representing 11.4 percent of total assets. Fixed assets mainly used in the Group's business operations per the consolidated financial statements comprise land, building and building improvements, office equipment. *(Please see more details of the assets used in business operations in Annex 4 Assets Used in Business Operations and Details on Property Valuation.)*

Moreover, as at December 31, 2023, the Group's net right-of-use assets amounted to Baht 12.2 million or representing 0.3 percent of total assets. The majority of the Group's right-of-use assets include buildings and office equipment used by the Group in its business operations.

As at December 31, 2023, the Company and its subsidiaries had a total of 19 offices, with the Group's head office located at Vibhavadi Rangsit Road, Bangkok. The details of the head office and branch offices of the Company and its subsidiaries are described below.

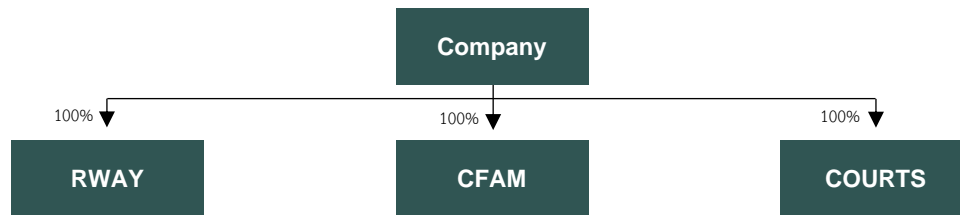
Head/Branch Office	Company	Scope of Services
1. Head Office	Company	Debt Collection, Litigation, Enforcement, and Issuance of Termination Letter
2. Chiangrai Branch	Company	Debt Collection and Enforcement
3. Khon Kaen Branch	Company	Debt Collection and Enforcement
4. Chiangmai Branch	Company	Debt Collection and Enforcement
5. Nakhon Ratchasima Branch	Company	Debt Collection and Enforcement
6. Chonburi Branch (Mueang Pattaya)	Company	Debt Collection and Enforcement
7. Prachuap Khiri Khan Branch (Hua Hin District)	Company	Debt Collection and Enforcement
8. Surat Thani Branch	Company	Debt Collection and Enforcement
9. Phuket Branch	Company	Debt Collection and Enforcement
10. Kanchanaburi Branch	Company	Debt Collection and Enforcement
11. Songkhla Branch (Hat Yai District)	Company	Debt Collection and Enforcement
12. Chaeng Watthana Branch	Company	Debt Collection, Litigation and Enforcement
13. Head Office (Lak Si District, Bangkok)	RWAY	Management of NPL and Loan Services
14. Sub-Branch (Vibhavadi Rangsit Road)	RWAY	Management of NPL
15. Chaeng Watthana Branch	RWAY	Management of NPL
16. Head Office (Lam Luk Ka District, Pathum Thani Province)	CFAM	Management of NPL
17. Chaeng Watthana Branch	CFAM	Management of NPL
18. Head Office (Mueang Phuket District, Phuket Province)	COURTS	Loan Services ⁽¹⁾
19. Sub-Branch (Pathum Thani Province)	COURTS	Loan Customer Services ⁽¹⁾

Remark: ⁽¹⁾ The Group plans to discontinue the consideration and approval of new loans since December 31, 2022. However, for accounts receivable in the loan business currently with outstanding balances, the Group would continue to monitor all debtors' debt repayments under the agreed upon terms and conditions accordingly.

1.3 Structure of the Company

1.3.1 The Company's Shareholding Structure

The chart of the Group's shareholding structure as at December 31, 2023 is as follows:



1.3.2 Subsidiaries of the Company

As at December 31, 2023, the Company holds shares in its subsidiaries with the details as follows:

Company Name	Nature of Business	Registered Capital (Million Baht)	Paid-up Registered Capital (Million Baht)	Net Book Value of Investment as at December 31, 2023 ¹ (Million Baht)	Shareholding (percent)
Resolution Way Co., Ltd. ("RWAY") Office No. 102/10, Moo 4, Soi 5 Alley 1, Kamphaengphet 6 Road, Talat Bang Khen Subdistrict, Lak Si District, Bangkok Tel.: 0 2821 1055	Personal loan business under BOT's regulation, and acceptance of transfer of non-performing assets from financial and non-financial institutions	520.0	520.0	711.2	99.99
CF Asia Asset Management Co., Ltd. ("CFAM") Office No. 1/755, Moo 17, Soi Phahon Yothin 60, Phahon Yothin Road, Khu Khot Subdistrict, Lam Luk Ka District, Pathum Thani Province Tel.: 0 2826 5377	Management of non-performing assets from acceptance of transfer of non-performing assets under the Emergency Decree on Asset Management Company	170.5	170.5	203.7	99.99
COURTS Megastore (Thailand) Co., Ltd. ("COURTS") Office No. 128/49, Moo 5, Pracha Uthit Road, Ratsada Subdistrict, Mueang Phuket District, Phuket Province Tel.: 0 2857 5188	Loan business under the Civil and Commercial Code	367.1	367.1	184.9	99.99

Remark: ¹ Based on the historical cost in the Company's separate financial statements for the year ended December 31, 2023.

1.3.3 Shareholders

(1) Major Shareholders

The list of top 10 shareholders as of December 31, 2023 is as follows:

No.	Name	Number of Shares	Shareholding (Percent)
1.	Mr. Pracha Chaisuwan	1,020,686,000	51.41
2.	RS LiveWell Co., Ltd.	240,000,000	12.09
3.	RS Mall Co., Ltd.	163,954,600	8.26
4.	BTS Group Holdings PCL	50,000,000	2.52
5.	BNY MELLON NOMINEES LIMITED	37,000,000	1.86
6.	Ms. Aroonroong Srivaddhanaprabha	20,000,000	1.01
7.	Mr. Apichet Srivaddhanaprabha	16,532,700	0.83
8.	Mr. Somchai Pitakkampon	16,080,000	0.81
9.	Mr. Prin Chirathivat	12,000,000	0.60
10.	Ms. Jureerat Jimlee	11,742,800	0.59
Total		1,587,996,100	79.98

The Company has free float of 27.94 percent of the paid-up capital.

1.4 Registered and Paid-up Capital

As at December 31, 2023, the Company's registered capital is Baht 992,720,900, Baht 992,720,900 of which has been paid-up, divided into 1,985,441,800 ordinary shares, with a par value of Baht 0.50 per share.

1.5 Issuance of Other Securities

- None -

1.6 Dividend Policy

The Company primarily regards the benefits of all groups of stakeholders, and concurrently realizes the significance of the rights of shareholders, as both investors and owners of the Company. Therefore, in order to increase value to the shareholders in the long run, the Company has set out the dividend policy in respect of the Company and its subsidiaries as follows:

(1) Dividend Policy of the Company

The Company has a policy to pay dividend to the shareholders at the rate not less than 40.0 percent of the net profit from the separate financial statements less corporate income tax and legal reserve as required by law and its articles of association. Such dividend rate is subject to change, depending on financial position, operating results, financial liquidity, cash flows and working capital requirements for management and business expansion of the Group, economic conditions, contractual conditions, restrictions and obligations, as well as other factors relating to the Group's operations, as the Board of Directors and/or shareholders of the Company may deem reasonable.

The annual dividend payment must be approved by the Shareholders' Meeting, except for interim dividend, which may be approved by the Board of Directors from time to time as justified by the Group's profit, in which case, such dividend payment shall be reported to the next Shareholders' Meeting for information.

(2) Dividend Policy of the Subsidiaries

The consideration of any dividend payment of the subsidiaries is subject to approval of their respective boards of directors and shareholders' meeting. Each subsidiary's board of directors may consider declaring its annual dividend, which must be approved by its shareholders' meeting, except for interim dividend, which may be approved by the board of directors from time to time as justified by the subsidiary's profit, in which case, the subsidiary's board of directors shall report such dividend payment to the next shareholders' meeting for information.

The subsidiaries' boards of directors shall consider declaring dividends by mainly taking into account various factors to the shareholders' benefits, e.g., financial position, operating results, liquidity, cash flows, additional investment requirements, business expansion, reserve for loan repayments or working capital for their management and business expansion, economic conditions, contractual conditions, restrictions and obligations, as well as other factors relating to their operations, as the board of directors and/or shareholders of the subsidiaries may deem reasonable, and in compliance with the Company's governance of the subsidiaries.

2. Risk Management

2.1 Risk Management Policy and Plan

The Group realizes the importance of risk management as part of its good governance, and as a cornerstone of achieving the objectives or goals in the Group's business operations. Risk identification and management will help support the Group to make informed decisions and grasp opportunities as well as mitigate impact from material events which may occur to the Group's businesses, and which may affect shareholders, investors and other stakeholders of the Group. The Company therefore has set out a business risk management policy and arranged for annual risk assessment, as approved by the Board of Directors and summarized below.

2.1.1 Risk Management Framework

The Company puts in place a risk management system and process within the Group in line with business strategies and goals that meet international standards by assessing its risk appetite which covers, among others, strategic risk, operational risk, liquidity risk, reputation risk, compliance and legal risk, corruption risk and sustainability risk.

2.1.2 Risk Management Structure and Accountability

All executives and staff of the Group are risk owners who are accountable to identify and assess risks in their responsible units, as well as designate appropriate measures for risk management, and the Group shall manage risks within its risk appetite or not exceeding the risk tolerance.

2.1.3 Risk Management Process

All risks to the achievement of objectives of the Company and its subsidiaries must be managed as follows:

- (1) To identify risks in a timely manner;
- (2) To assess the likelihood and the impact of risk occurrence;
- (3) To manage risks in compliance with the risk management criteria, taking into account associated expenses and expected benefits from such risk management;
- (4) To regularly monitor and review the risk management to ensure that the Company's or its subsidiaries' risks are properly managed;
- (5) To report all high and highest risks to the business plans and strategies of the Company or its subsidiaries to the Audit Committee, the Executive Committee and the Board of Directors for acknowledgment.

The Company will regularly report to the Board of Directors on the risk performance in respect of material risks to financial position, operating results, corporate governance, sustainability and image which may jeopardize the confidence of clients, investors and parties concerned, and continue to improve the efficiency and effectiveness of the risk management implementation.

Should there be any material and urgent change of events, the Risk Management Committee will conduct a risk management review to determine essential measures and promptly report such occurrence as a special agenda to the Board of Directors for acknowledgment.

2.2 Risk Factors to the Company's Business Operations

The Company and its subsidiaries engage in two core businesses, namely (1) debt collection and recovery services; and (2) management of non-performing assets, which the Company believes that both businesses have different risk exposures by business category as follows:

2.2.1 Risks to the Debt Collection and Recovery Services

2.2.1.1 Risk from Declining Debts of Certain Financial Institutions' Change of Direction from Use of the Debt Collection and Litigation Services to Increased Sale of Non-Performing Asset Portfolios

The Company has a risk from the event where financial institutions change their debt collection direction or policies to sell more non-performing asset portfolios or carry on the debt collection themselves, which may negatively and materially affect the Group's businesses, cash flows, operating results, financial position and business opportunities.

However, the Company believes that the majority of financial institutions still need to engage the debt collection and litigation services to lessen their burdens and costs, let alone their limited personnel in the legal and litigation areas for the debt collection.

In 2023, the Company was affected by such change in policy of certain financial institutions, which caused the debt collection assignments from these financial institutions to decrease. However, the Company views this risk as a potential business opportunity for the Group's asset management business from acquisition of non-performing assets.

2.2.1.2 Risk from Debt Collection Lower than Employers' Targets

The Company's debt collection capacity depends on a variety of factors beyond the Company's control, e.g., the domestic economic conditions, debtors' financial position, etc. These factors may render the Company unable to achieve the debt collection to meet the Employers' targets, which may result in the Company's loss of future assignments from the Employers, and may negatively and materially affect the Group's businesses, cash flows, operating results, financial position and business opportunities.

However, the Company regularly monitors the progress of its debt collection services by instructing supervisors to review and check performance of their team of staff at the end of the day, and designating success of the debt collection as one of the key performance indicators in the debt collectors' performance review. As a result, in the past, the Company has been able to achieve the debt collection to meet the targets or to the Employers' satisfaction.

2.2.1.3 Risk from Data Leakage

In the provision of the debt collection and recovery services, the Company is required to keep such information provided by the Employers in compliance with the conditions as agreed upon with the Employers in the confidentiality agreement and the engagement agreements, and ensure that the Company's staff shall not disclose any information of the Employers and their debtors. Therefore, the Company has a risk from the fact that its staff may disclose such information to third parties, in which case, the Company may be prosecuted for damages, which may incur additional expenses to the Company, jeopardize its reputation, and lose the Employers' trust and future engagement for the services. These events may also negatively and materially affect the Group's operations, business opportunities, cash flows, operating results, and financial position.

However, the Company has a policy on prevention of use of inside information and strict regulations on the debt collection, which clearly impose punishments on staff or those who violate and breach the relevant rules and regulations. Furthermore, the Group has introduced the information technology system to authorize access to debtors' information, whereby staff or persons concerned shall not be authorized or permitted to record and export any information out of the Group's information technology system. Moreover, the Company does not permit staff to bring any electronic devices to their workstations in order to prevent them from recording and exporting any information out of the Company's information technology system. Besides, all debt collectors of the Company must sign a confidentiality agreement with the Company.

2.2.1.4 Risk from Unlawful Debt Collection

The debt collection is subject to regulation by the Debt Collection Supervisory Committee, and as such, the Company's debt collection must comply with the Debt Collection Act B.E. 2558 (2015) and the Debt Collection Supervisory Committee's Notification Re: Rules on Debt Collection Business Conduct, including other applicable notifications. In the event where the Company's staff fails to comply with the legal provisions, such as, any debt collection outside the time of contact designated by law, threatening or use of profane language, the Company may be complained or prosecuted by debtors, which may incur additional expenses to the Company, jeopardize the Group's reputation, and lose the Employers' trust and future engagement for the services. These events may also negatively and materially affect the Group's operations, business opportunities, cash flows, operating results and financial position.

Nevertheless, the Company realizes the risk from unlawful debt collection, and thus clearly prepares and announces the regulations on the debt collection for staff's information. In addition, the Company is committed to having staff undergo training from the Debt Collection Business to Financial Institution Association to make sure that they are knowledgeable, understand and comply with applicable rules. Moreover, the Company regularly holds staff training to provide them with updated knowledge and rules for compliance, and also randomly checks all staff's voice recordings on a monthly basis to ensure that the Company's debt collectors comply with applicable laws. In the past, the Company has never encountered any material problems relating to violation of the laws, rules and regulations, nor is there any disputes from the debt collection which may materially affect the Company's business operations, operating results and financial position.

2.2.2 Risks to the Non-Performing Asset Management Business

2.2.2.1 Risk from Acquisition of Adequate Non-Performing Assets at Reasonable Prices

The ability to sufficiently acquire non-performing assets at reasonable prices is one of the key factors to support a sustainable growth of the non-performing asset management business. However, successful acquisition of non-performing assets depends on various factors beyond the Group's control, e.g., competition conditions in the bidding for non-performing assets from financial institutions and/or the Legal Execution Department, volume and categories of non-performing assets in the Thai financial institution system, etc. Moreover, the ability to acquire such assets also relies on the Group's liquidity and access to sources of funds. Therefore, should the Group fail to acquire non-performing assets in adequate value and at reasonable prices according to its business plan, the Group's business opportunities may be materially affected.

Before bidding, the Group has a mechanism to conduct an in-depth due diligence investigation of non-performing assets every time before proposing purchase prices to financial institutions, particularly in respect of debt categories, ages, litigation status, average debt values, cash flows expected to generate from management of non-performing assets, collateral (in case of bidding for secured debts), etc., to make certain that the Group accepts non-performing assets suitable for it and determines reasonable purchase prices. The Group carefully and thoroughly considers in various aspects, and relies on executives' experiences in the acquisition of non-performing assets.

2.2.2.2 Risk from Lack of Liquidity and Access to Sources of Funds

The non-performing asset management business requires a relatively high investment to bid for non-performing debts and assets. Basically, financial institutions will classify non-performing assets of similar characteristics into groups, and purchasers will accept transfer of all non-performing assets in the group, and as such, the Group requires a huge investment for each acquisition. Therefore, the liquidity and access to sources of funds are key factors to acquisition of non-performing debts and assets, which are mainly instrumental in a sustainable growth in this industry. Should the Group have insufficient liquidity and fail to secure sufficient funds for acquisition of non-performing debts or assets, the Group's business opportunities, cash flows, operating results and financial position may be negatively and materially affected.

In the past, the Group has utilized cash from operating activities, loans from financial institutions, and funds from shareholders to acquire non-performing debts and assets. As at December 31, 2023, the Group's debt to equity ratio is equal to 0.42 times, in compliance with the debt to equity ratio requirements under the credit facility agreement with financial institutions, whereby the debt to equity ratio must not exceed 2.00 times.

2.2.2.3 Risk from Debt Collection from Debtors Lower than Targets

The Company has a risk in respect of cash receipts from debtors for the non-performing asset management business, depending on several factors, including the Group's ability to efficiently collect debts and manage non-performing assets within reasonable period, and debtors' debt-serviceability which is beyond the Group's control. Should the Group fail to collect debts from debtors to meet targets, the Group's business operations, cash flows, operating results and financial position may be negatively affected. In addition, should debtors' debt-serviceability change from the Group's initial forecast, the Group may need to establish allowance for expected credit losses, and recognize expected credit losses in addition to the forecast allowance, which may negatively and materially affect the Group's operating results and financial position.

However, the Group prepares a daily summary of the debt collection and conducts a monthly assessment of the debt collection from debtors to analyze their debt-serviceability and action plan to handle the respective debtors accordingly.

2.2.2.4 Risk from Debtors' Complaints or Lawsuits

The Group's non-performing asset management business involves the debt collection, litigation and/or enforcement of collateral, which may give rise to conflicts with debtors from time to time. The Group is thus at the risk of being complained or prosecuted by debtors, which may jeopardize the Company's reputation and incur additional costs to the Group, and may negatively and materially affect the Group's operations, business opportunities, cash flows, operating results and financial position. However, in the past, the Group has never been complained or prosecuted by its debtors.

2.2.3 Risks Relating to Loans to Debtors

2.2.3.1 Risk from Debtors' Debt-Serviceability of Hope Loan

Despite the Group's discontinued consideration and approval of new loans since December 31, 2022, the Group still has debtors from Hope Loan, which in the past, the Group extended Hope Loan to non-performing debtors for the sole purpose of affording non-performing debtors an opportunity to resolve their debts. As at December 31, 2023, the Group's net loans to debtors amounted to Baht 311.6 million, which the Group is still monitoring the debtors' debt repayments under the agreed upon terms and conditions accordingly, and such debtors are regarded as high risk. Therefore, the likelihood for the Group to receive the debtors' repayments to meet its targets depends on various factors, including the efficient analysis and consideration of loans at the time of the Group's approval of such loans, the Group's ability to efficiently collect the debts, and the debtors' debt-serviceability subject to factors outside the Group's control, e.g., the domestic economic conditions, debtors' financial position, etc. Should the debtors fail to repay the loans under the agreed upon terms in the agreements, whether in whole or in part, the business, cash flows, operating results and financial position may be negatively and materially affected. In addition, in the event where the Group is unable to collect the debts upon due and has long-time outstanding debts, the Group's debtors status may be problematic, which may affect the allowance for expected credit losses, not to mention that the Group may incur additional operating costs due to its inability to collect the debts, or may incur additional costs for litigation, which may further affect the Group's operating results, financial position and business opportunities.

However, the Group regularly assesses the debt collection from the debtors to analyze their debt-serviceability and prepare a daily summary of the debtors' payments. Should the debtors default, the loan staff will contact and remind all the debtors to make payments before the due dates, and communicate with them for close monitoring. However, the Group manages such risk of loan extension by planning for repayments in line with debtors' income and expenditure, requiring co-borrowers or collateral (if any), to mitigate the risk of default. Moreover, the Group also has a litigation team of over 100 personnel who specialize in litigation, and as such, the Group may efficiently apply the laws to debtors' default which necessitates law enforcement.

2.2.3.2 Risk from Debtors' Complaints or Lawsuits

The debt collection in respect of loans extended by the Group involves the debt collection, litigation and/or enforcement of collateral, which may give rise to conflicts with debtors from time to time. The Group is thus at the risk of being complained or prosecuted by debtors, which may jeopardize the Group's reputation and incur additional costs to the Group, and may negatively and materially affect the Group's operations, business opportunities, cash flows, operating results and financial position. In 2023, the Group had zero case of complaints or lawsuits. However, in the past, the Group has never been complained or prosecuted by its debtors nor is there any complaint regarding the loan procedure in any material aspects.

2.2.4 Risk from Reliance on Key Executives and Talented Staff

Given that the Group's nature of business essentially requires key executives and staff knowledgeable and competent with in-depth understanding, experience and specialization, the Group's success is in part reliant upon its ability to retain and recruit key executives and talented staff to support its growth. Should the Group fail to retain its existing personnel or recruit new personnel to sufficiently accommodate its business plan, both at present and in the future, it may materially affect the Group's operations, business opportunities and operating results.

Furthermore, the Group's top executive, namely Khun Pracha Chaisuwan, currently the Chief Executive Officer, and as the Company's founder, has long-time experience in the industry through several financial crises, and is also the President of the Debt Collection Business to Financial Institution Association. Therefore, should the Group lose such personnel, it may affect the Group's ability to operate the businesses.

However, the Group sets out succession plan and personnel development plan to support the Group's growth, and provides staff with regular training to ensure that the Group's staff is knowledgeable, understands and complies with applicable rules, and to improve their professional skills in the debt collection and counseling for debt resolution.

2.2.5 Risk from Pandemics, e.g., COVID-19

In 2020, there was an outbreak of the coronavirus disease 2019 ("COVID-19") in China, and thereafter, severely spreading in several countries, including Thailand and other countries in Southeast Asia, Europe and the Americas. The outbreaks of severe communicable diseases, e.g., COVID-19, severe acute respiratory syndrome (SARS), Middle East respiratory syndrome (MERS), or influenza A virus subtype H1N1, if they cannot be controlled, may negatively and materially affect the economic activities and business operators in various industries, which may include the Group's debtors and trading partners, e.g., the close of service of trading partners, government authorities, the Legal Execution Department, courts, etc., thereby causing debtors' debt-serviceability to drop, while the Group's operating costs and expenses remain unchanged.

In addition, the outbreaks of communicable diseases may affect the Group's operations from travel restrictions or various measures prohibiting the Group's staff from commute to work.

2.2.6 Risks Relating to Government Rules, Regulations or Policy on Business Operations, Economy and Financial Industry in Thailand

2.2.6.1 Risk from Change in Laws and Regulations Applicable to the Groups' Business Operations

The Group's businesses are subject to strict regulation of the relevant authorities, namely, the Office of the Securities and Exchange Commission (SEC), the Stock Exchange of Thailand (SET), the Bank of Thailand (BOT), and the Anti-Money Laundering Office (AMLO), and as such, the Group is required to comply with various requirements under the applicable regulations, practices and policies which may change in the future, e.g., debt collection, debt restructuring, rules on taxes, bad debt write-off, etc. Compliance with any change in laws may cause the Group to utilize more resources and expenses, and change its operations and business policy, which may negatively affect the Group's businesses. Moreover, the Group's failure to comply or partial compliance with the laws and regulations applicable to the Group's business operations, both at present and in the future, or its inability to adapt to such change in time may negatively and materially affect the Group's business, financial position and operating results, and may give rise to legal disputes, fines and penalties, and may jeopardize the Group's reputation.

However, the Group realizes the significance of compliance with laws, rules and regulations, and thus has regularly studied and followed up any potential change in laws and regulations to always be well-prepared for adaptation of its operations in line with such change. This is to make sure that the corporate governance is efficient and falls within the scope of rules, regulations and morality, so that inside personnel, i.e., directors, executives and staff, as well as all stakeholders, can rest assured to move forward and achieve the organization's goals with sustainability.

2.2.6.2 Risk from Relief Measures under the Bank of Thailand's Notifications to Assist Customers Affected by COVID-19

From the outbreak of the coronavirus disease 2019 (COVID-19) since 2020, which directly affected the economic activities, particularly retail and small and medium enterprises (SMEs), the Bank of Thailand announced relief measures to assist debtors affected by such crisis from time to time. In March 2020, the Bank of Thailand, in association with financial institutions in Thailand, issued relief measures to assist debtors affected by COVID-19 (Phase 1) focused on assistance in terms of liquidity and debt restructuring, e.g., reduced installments, debt payment holiday, etc.

Later in June 2020, the Bank of Thailand, in association with financial institutions in Thailand, announced additional measures to replace the Phase 1 measures which were about to expire (Phase 2), namely (a) general reduction in interest rate ceilings by 2 – 4 percent per annum for credit card and personal loan debtors under the regulation (effective as of August 1, 2020); (b) temporary increase in credit line for credit cards and personal loans under the regulation in the categories of revolving credit or installment plan for debtors in need of additional credit line with normal repayment status (effective as of August 1, 2020); (c) extended scope and period of assistance to retail debtors affected by COVID-19 who were not yet classified as NPLs as at March 1, 2020, whereby the financial service providers provided minimum assistance options to the affected debtors by types of loans, e.g., reduced minimum installment rates, change from short-term to long-term loans for 48 installments, or extended repayment period, reduced installments, deferred installment or principal payments, etc., provided that the financial service providers must provide complete and sufficient information for debtors' decision-making, e.g., comparison between existing and new debts, increased amount of debts and installments, and interest to be additionally charged from deferred debt payments (effective as of July 1, 2020); and (d) the financial service providers promptly proceeded with debt restructuring for debtors who were unable to pay their debts under the agreements or minimum requirements (effective as of July 1, 2020).

In May 2021, the Bank of Thailand announced supplemental measures to upgrade the existing measures in response to the more severe COVID-19 situation (Phase 3) to reduce the burdens of debtors who were not yet classified as NPLs as at March 1, 2020, and registered for assistance by December 31, 2021. Under the third phase measures, the financial service providers provided such measures to assist debtors by types of loans and their debt-serviceability, namely (a) change from short-term to long-term loans with interest at the rate not exceeding 12 percent and 22 percent per annum for credit card and personal loan debtors under the regulation, respectively; (b) reduced installments for debtors with interest at the rate not exceeding 22 percent per annum for car and motorcycle registration loans, and for heavily affected debtors under car registration loans who were unable to repay, the financial service providers considered granting installment holiday or the debtors had the option to return the vehicles; (c) reduced installments or extended period, with the effective interest rate calculated throughout the contract period not to exceed the original rate for car and motorcycle hire-purchase debtors, and for heavily affected debtors under car hire-purchase, financial service providers considered granting installment holiday or the debtors had the option to return the vehicles; and (d) reduced installments, principal payment suspension and partial interest payment, or principal payment suspension and reduced interest rate for housing

loans and loans using residence as collateral, and for heavily affected debtors under housing loans and loans using residence as collateral, the financial service providers considered suspending installment payments, whereby the debtors gradually repaid in a step-up manner in line with their debt-serviceability after the reduction in installments, suspension of installment payments or debt payment holiday, as the case may be.

However, in September 2021, amidst the more severe COVID-19 situation, the Bank of Thailand foresaw that such short-term assistance to debtors may not be the best solutions, and as such, announced sustainable debt relief measures for (a) sustainable long-term debt restructuring, e.g., increased credit line of loan to SMEs with low existing credit line or without any credit line with financial institutions, or increased credit guarantee rate and reduced guarantee fees for risky debtors, such as micro-SMEs and businesses in heavily affected sectors; and (b) relaxed regulations on credit card, personal loan under the regulation and digital person loan businesses, e.g., reduced minimum credit card payment rate, increased credit limit of credit card or personal loans under the regulation (excluding car registration loans), and increased credit limit and extended maturity of digital personal loans.

Even though the Group is not obliged to comply with such relief measures as announced by the Bank of Thailand, such measures affected the Group's business operations, cash inflows, operating results and financial position, particularly in the debt collection and recovery services. This is because such measures caused financial institutions to extend their debtors' repayments, and as such, the Group would take longer period of time for the debt collection for the Employers, which directly affected the Group's service and professional fee income.

2.2.6.3 Risk Relating to Compliance with Personal Data Protection Law Requiring Revised Operating Procedures

The Personal Data Protection Act B.E. 2562 (2019) (the "PDPA"), effective as of May 28, 2019, regards any information which enables the identification of a person, whether directly or indirectly, as personal data, and the data subject is entitled to protection, including any other certain rights relating to his/her personal data. As of June 1, 2022, the data processors (including the Group) shall have the duty to collect, use or disclose personal data in compliance with the procedures and regulations under the PDPA, and the relevant authorities under the PDPA shall further issue rules and regulations to fulfill the compliance with the PDPA. Therefore, the Group also has the duty to comply with the PDPA in the collection, use or disclosure of personal data, since the Group is required to collect and process clients' data in the ordinary course of its business. In the event where the Group fails to comply with such law, which is currently in force and to be in force in the future, or the Group understands that it has complied with such law, although such compliance may not be complete, including where the Group has received any complaints or lawsuits from clients, trading partners or the Group's staff, who are the data subjects, the Group may incur additional costs or be subject to legal penalty, which may also jeopardize the Group's reputation and negatively and materially affect the Group's operations, business opportunities, cash flows, operating results and financial position.

However, the Group is well aware of the importance of its compliance with the PDPA and has thus set out its personal data protection policy, including prevention of any person from unauthorized or unlawful use of such personal data collected or used by the Group. In this connection, the information technology system has been introduced to authorize access to such personal data, and a personal data protection working group has been appointed to act as the Group's personal data protection officer.

2.2.6.4 Risk from Change in Thailand's Economic Conditions and Financial Industry

The Group's businesses interact with Thailand's economic conditions and financial industry. Even though during an economic slowdown, the Group may have the opportunity to acquire more non-performing debts and assets, such economic conditions may affect debtors' debt-serviceability, both the Group's debtors and those of the Group's Employers in the debt collection services, values, and demands for acquisition of non-performing assets, etc. Moreover, financial institutions may become more cautious and set out more restrictions in lending loans, which may affect access to sources of funds and/or finance cost of the Group. In this regard, any change in economic conditions and financial industry may negatively affect the Group's businesses, cash flows, financial position and operating results.

2.2.6.5 Risk from Increased Interest Rates

Should interest rates increase, it may negatively affect the Group in various aspects. For example, the Group's finance cost would increase, the finance costs of purchasers of non-performing assets would also increase, which may cause the demand for acquisition of non-performing assets to decline, and then, debtors' finance costs may increase, etc. Therefore, should interest rates increase, it may negatively and materially affect the Group's operations, business opportunities, cash flows, operating results and financial position.

However, in the past, the Group has planned for borrowing loans from financial institutions and regularly monitored change in interest rates, and besides, after the Company's listing on the SET, the Group will have access to more financing channels.

2.2.7 Risks from Shareholding in the Company

2.2.7.1 Price of the Company's ordinary shares, liquidity and trading volume may fluctuate, which may result in material loss to investors in the Company's ordinary shares

Price of the Company's ordinary shares, liquidity and trading volume may fluctuate, depending on several factors outside the Company's control, such as:

- Analysts' change in forecast of the Company's operating results and suggestion on buying or selling the Company's ordinary shares;
- Economic, capital market and political conditions, both in the country and abroad;
- Differences between actual financial performance and operating results, and investors' and analysts' expected financial performance and operating results
- Foreign exchange fluctuations;
- Sales or potential sales of substantial shares by the existing shareholder(s);
- Change in the conditions which affect the industry, economic conditions in general or the stock market atmosphere or other events or factors;
- Change in applicable rules, regulations and laws;
- Announcements of other companies in the same industry as the Company;
- Change in valuation of market values and share prices of listed companies on the SET which operate the businesses similar to the Company;
- Share price fluctuations in the SET;
- Outbreaks of pandemics;
- Other risks which may affect the Company's financial position and operating results.

The above factors, including other factors, may cause the market price and demand for the Company's ordinary shares to be highly fluctuating, which may restrict or prevent investors from selling the ordinary shares.

2.2.7.2 Risk from the Company's major shareholders selling shares, and the availability of the Company's substantial shares for sale may cause the Company's share price to decline

The Company shall comply with the Regulations of the SET Re: Listing of Ordinary Shares or Preferred Shares as Listed Securities B.E. 2558 (2015) (as amended), which provide that the Company's shares representing in aggregate 55 percent of its registered capital after the initial public offering, including shares held by executives and shareholders who hold more than 5 percent of shares, or shares held by other existing shareholders, provided that the number of shares held by executives and shareholders who hold more than 5 percent of shares represents less than 55 percent of shares, shall be subject to silent period for 1 year from the date the Company's shares start trading on the SET. However, upon the lapse of 6 months from the date the Company's shares start trading on the SET, such shareholders may sell those lock-up shares up to not exceeding 25 percent of all lock-up shares, provided that the remaining 75 percent of such lock-up shares may be sold upon the lapse of 1 year from the date the Company's shares start trading on the SET. Therefore, when the silent period ends, investors may be negatively affected by declining market price of shares due to the sales of such lock-up shares.

Sales or tentative sales of substantial shares (if any) may affect trading price of the Company's shares, which the Company cannot anticipate impact (if any) of future sales of shares or the volume of shares to be sold in the future on movement of market price of the Company's shares.

2.2.7.3 Risk from the major shareholders' influence over the administration policy

Given that the Chaisuwan Family, which is the Company's founder, holds in aggregate approximately 51.3 percent of all issued shares of the Company, and members of the Chaisuwan Family remain the authorized directors and executives of the Group, the Chaisuwan Family, as the major shareholders and executives, has the power to control the Company's management, including votes at the Shareholders' Meeting on nearly all matters, whether appointment of directors or any resolutions requiring the majority votes of the Shareholders' Meeting, except such matters required by law or its articles of association to be approved by not less than three-fourths of votes of the Shareholders' Meeting, and where the Chaisuwan Family has an interest and becomes ineligible to vote on any matter, the major shareholders may vote at the Shareholders' Meeting of the Company to pass their desired resolutions, which may not be in line with the interest of the Company and other shareholders.

However, based on the Company's management structure, which comprises the Board of Directors, the Audit Committee, the Nomination and Remuneration Committee, the Executive Committee, the Risk Management Committee and the Corporate Governance and Sustainable Development Committee, with their scope of powers and duties clearly authorized, the Company's management is transparent with counterbalance mechanism.

At present, the Company has a total of 3 independent directors, all of whom are members of the Audit Committee, which serve as a mechanism for inspection of the Board of Directors' performance. Moreover, the Company also has set out practices for execution of connected transactions or related party transactions with directors or major

shareholders or controllers, including persons who may have a conflict of interest, who shall not be authorized to approve and vote on the execution of such transactions.

2.2.7.4 Risk of the existing shareholders resident outside Thailand from the Company's inability to offer newly issued securities in the future to such existing shareholders

Despite the fact that a public limited company is not required to offer and sell newly issued securities to the existing shareholders upon issuance and offering of new securities, the public limited company may offer and sell newly issued securities from time to time by way of rights offering to the existing shareholders. Such securities include newly issued ordinary shares and other types of securities which may be issued by the Company, e.g., warrants, transferable subscription rights (TSR) and convertible debentures. Should the Company offer and sell newly issued securities or any other rights to the existing shareholders, the Company has the discretion not to offer and sell or grant any rights to subscribe for newly issued securities to the existing shareholders resident outside Thailand. Moreover, the Company may be restricted by legal provisions of certain countries from offering and selling or granting any rights to subscribe for newly issued securities to the shareholders in those countries. For example, the Company may not offer and sell or grant any rights to subscribe for newly issued securities to U.S. person, except where (a) the Company has filed a registration statement under the US securities law; or (b) such offer and sale of newly issued securities have been exempted from such filing under the US securities law.

Compliance with the securities laws or provisions of other rules and regulations in certain countries may prohibit some investors from subscribing for newly issued securities offered by the Company to the existing shareholders in proportion to their shareholding percentage in the future, and may cause those investors' shareholding percentage to reduce. The Company is not required to file any registration of the Company's securities in any other country or region than Thailand in order for foreign investors to be entitled to subscribe for newly issued shares offered the existing shareholders in proportion to their shareholding percent in the future.

2.2.8 Environmental, Social and Governance Risks

The Company has assessed risks relating to human rights within the Group throughout the value chain in order to identify, prevent and mitigate impact from risks relating to human rights in the Company's operations.

From such assessment on risks relating to human rights, the Company has implemented measures to control and mitigate potential impact, and assessed residual risks after preparation of the procedures for prevention and correction relating to human rights in the Company's business operations, to ensure that the Company's human rights management is efficient to control impact throughout the value chain. In this regard, the Company has arranged for relief measures for those affected in terms of human rights, both monetary and non-monetary assistance, to mitigate any impact sustained by those affected in terms of human rights from the Company's business operations. This includes mechanisms to regularly monitor and review the human rights performance by setting goals and key performance indicators relating to human rights, for evaluation and improvement, thereby enabling the Company to prevent and minimize risks which may lead to violation of human rights.

From the assessment on the overall risks relating to human rights, there was no risk of violation of human rights from the Company's business operations.

2.2.9 Emerging Risk

Breakdown of Critical Information Infrastructure

By the Group's nature of business, it is necessary for the Group to collect, use or disclose information of clients, trading partners, staff or third parties, some of which are regarded as personal data, and as such, the Group is required to comply with and follow the criteria set out in the personal data protection law, in such capacity as data controller and/or data processor (as the case may be), which may be at the risk of cyber-attack against the security of data of the Group's clients.

Given such awareness of the data security risk, the Group has appointed a personal data protection workgroup to act as the personal data protection officer, comprising personnel holding executive positions, department directors, heads/managers from various units to jointly set out risk prevention measures, establish an authorization mechanism for access to information and regularly review the same, and provide executives and staff at all levels with knowledge and proper understanding of the significance of data security and information infrastructure system on a continuous basis.

Widespread Cybercrime and Cyber Insecurity

Cybercrime refers to fraud, deception and cyber-attack of all kind that occurs to data usage or online transactions in every channel, namely, website, social media platform, mobile application, etc., and target victims could be individuals or large organizations.

Cybercrime problems, both local and global, tend to increase, as evidenced by statistics from the Cyber Crime Investigation Bureau, which show online scams reported via the website at www.thaipoliceonline.com during March 1, 2022 – May 31, 2023, as high as 396,243 cases, an average of 525 cases per day, accounting for damages of nearly Baht 40,000 million or Baht 74 million per day.

The Group's business operations thus require information technology system to gather key data of customers, trading partners, staff or third parties, and publish the Group's news and updates, and as such, the Group plans for new information technology development to support future business operations.

The Group realizes the significance of and focuses on cyber security by investing in efficient software to prevent cybercrime, and requiring its software to be updated regularly, monitoring and surveillance of any new form of cyber-attack by criminals, providing staff with new updates preventing from being victimized, which may threaten the Group's information technology system, as well as implementing policy and practices on the Group's information technology system security.

As the debt collection and recovery services are the Company's core activities which involve a large volume of debtors' personal data, the Company has provided measures to accommodate such risk, and emphasized its debt collectors to strictly comply with the debt collection laws and applicable rules and regulations. They need to introduce themselves, clearly explain the purpose of contact, and provide material information to rest debtors assured that the Company lawfully operates the debt collection business. In addition, the Company also underlines the importance of such procedures for authentication of debtors' personal data to ensure that the debt collectors truly contact the right debtors so as to prevent any disclosure or breach of debtors' personal data to unauthorized third parties.

3. Driving Business towards Sustainability

Message from the Board Chairman and the Chief Executive Officer

Chase Asia Public Company Limited and its subsidiaries (the “Group”) is committed to driving its business for sustainable growth under the corporate vision “to be a full-service debt management center by counseling, knowledge and discipline for debt management towards debt resolution,” through excellent services so as to resolve the non-performing debts in the financial institution system as part of balancing Thailand’s economic system.

Following the declining situations of the coronavirus disease 2019 (COVID-19) pandemic and the gradual expiry of the debt relief measures, while the interest rates remain high, these factors have widely affected the business sector and people, particularly the fast-growing volume of household debts, thereby leading to more non-performing assets, and tentatively resulting in more sale of non-performing asset portfolios throughout the system. Such increased household debts correspond with the declining debt-serviceability, posing a challenge to our Group. However, despite the economic uncertainty, the Group has managed to achieve its goals of sustaining the business growth. In 2023, the Company has acquired non-performing debt portfolios worth Baht 10,041 million, and managed to achieve the highest debt collection record at Baht 481 million, thanks to our commitment and achievement in providing customers with opportunities for their debt resolution by way of business guidance, as opposed to purely proceeding with debt collection, but as debtors’ best friend.

It is our intention and commitment to uplift the business operations under the social, economic, and environmental responsibility in parallel with corporate governance to improve the quality of life for those debtors with their debt management problems to become good debtors to return to society with sustainability. We adhere to our standards of operations throughout the business value chain in line with stakeholders’ expectations and the UN Sustainable Development Goals (SDGs) related to business to create value added and corporate value with sustainability. In 2023, the Company has released the Policy on Sustainable Development, and appointed the Corporate Governance and Sustainable Development Committee to truly move forward to sustainable operations, and promote key milestones under the environmental, social, and governance (ESG) framework in every dimension below.

Environment Dimension: The Group realizes the environmental impact from business operations, and has thus designed our new office building with the concept of energy saving and cost-efficient utilization of resources by installing solar cell panels and insulated glass to reduce the use of air-conditioners. Moreover, we initiate campaigns for our personnel to jointly save energy and efficiently manage wastes within the organization by participating in the “Ting To Trash” waste sorting program organized by the Thai Listed Companies Association and the Office of the Securities and Exchange Commission.

Social Dimension: The Group proceeds with various key activities for corporate social responsibility and contributes to the debt collection business development and enhancement in the interest of the debt collectors’ performance through the “Debt Collector Training and Test Program,” public service activities for improvement of the quality of life in society and communities, and provision of educational opportunities via the “CHASE Sharing...Smiles” program. In addition, we also promote a corporate culture with open-mindedness, diversity and occupational health, safety and environment for our personnel as well as ongoing personnel development.

Governance and Economic Dimension: The Group is committed to operating our business on the basis of morality, ethics and transparency, and as such, in 2023, the Company was awarded a 5-star or “Excellent” CG Scoring in less than 1 year after our listing on the Stock Exchange of Thailand. This reflects our performance that focuses on continued improvement of corporate governance through our business operations in compliance with the code of ethics and fair services to clients. Moreover, last year, the Company has declared the intention to participate in the Thai Private Sector Collective Action against Corruption (CAC) Program to affirm our standpoint of anti-corruption in every aspect. The Group also encourages the use of technologies and innovations in our work and service processes for sustainable business growth.

On behalf of the Board of Directors, executives, and all staff, we would like to thank all stakeholders for their essential contribution to our success as well as their continued confidence and trust in the Company. We continue to drive our business in response to all stakeholders’ expectations in terms of operating results along with sustainability in social, environmental and governance dimensions towards mutual sustainability in the future.

Mr. Pradit Leosirikul
Chairman of the Board of Directors

Mr. Pracha Chaisuwan
Chief Executive Officer

Sustainability Report

The Company has prepared the Sustainability Report 2023 for the first time in accordance with the Stock Exchange of Thailand's Sustainability Reporting Guide for Listed Companies and Guidance on ESG Metrics by Industry Group: Financials. The report presents the performance for the calendar year from January 1 to December 31, 2023, covering detailed performance of all affiliated companies in the Group to communicate our progress on sustainability performance in economic, social, environmental and governance dimensions and in response to all stakeholders' expectations.




For more details of the Sustainability Report 2023, please visit <https://www.chase.co.th/th/sustainability/sustainability-overview>, which forms a part of the Annual Registration Statement 2023 (Form 56-1 One Report).

The Board of Directors is responsible for the accuracy and completeness of such reference information.

Any questions regarding the preparation of this report may be directed to:

Investor Relations and Sustainable Development Department
Chase Asia Public Company Limited
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Telephone: 0 2855 8222
Email: ir@chase.co.th
Website: www.chase.co.th

Highlights of Sustainability Performance in 2023

Governance and Economic Performance		
Investment in Acquisition of Non-Performing Assets Baht 1,080 million (Compared to target Baht 1,000 million)	Value of Non-Performing Assets Baht 32,276 million	Total Revenue Baht 681.5 million (Compared to target Baht 718 million)
No Business Interruption 100% (Compared to target 100%)	Key Trading Partners Signing for Compliance with the Trading Partners' Code of Business Conduct 100% (Compared to target 100%)	Number of Innovations in 2023 4 innovations
Declaration of Intention for Participation in Anti-Corruption Network Collaboration 	CGR Assessment  5-Star Scoring	Annual General Meeting (AGM) Quality Assessment  4 Medal Scoring
Number of Cyber Attack Events or Cases 0 case (Compared to target 0 case)	Number of Data Breaches 0 case (Compared to target 0 case)	
Environmental Performance		
Number of Complaints on Violation of Environmental Laws 0 case (Compared to 0 case)	Penalty for Law Violations or Environmental Impact Baht 0 (Compared to Baht 0)	Volume of Greenhouse Gas Emissions 411,612 kg CO2e
Solar Cell Energy Production 47,503 kilowatts-hour	Volume of Power Consumption 663,384 kilowatts-hour	Volume of Water Consumption 5,684 cubic meters
Social Performance		
Lost Time Injury Frequency Rate (LTIFR) 0 case (Compared to target 0 case)	Complaints on Human Rights Violation 0 case (Compared to target 0 case)	Number of Community/Social Projects 3 projects
Percentage of New Staff Orientation on Workplace Safety 100% (Compared to target 100%)	Average Number of Staff Training Hours per person per year 12 hours (Compared to target 12 hours)	Staff Satisfaction and Engagement with Organization 78.18% (Compared to target 80%)

3.1 Policy and Goals of Sustainability Management

The Group, as a leader in non-performing assets management and debt collection business, has its vision towards becoming a full-service debt management center by counseling, knowledge and discipline for debt management to promote and improve the well-being of all groups of stakeholders. The Group realizes and focuses on the business operations with sustainable growth on the basis of corporate governance in parallel with social and environmental responsibility, and adheres to operational standards throughout the business value chain in line with corporate stakeholders' expectations, as well as the UN Sustainable Development Goals (SDGs) related to business to create value added and corporate value with sustainability.

For the purpose of setting out corporate management guidelines in accordance with the sustainable development principles and building engagement with all groups of stakeholders, whereby the Company has determined the sustainability objectives and goals throughout the Group by requiring directors, executives and staff at all levels to support and comply with the sustainable development policy, the Company has set out the sustainable development policy and sustainability management goals as follows:

- (1) Economic Dimension To move the organization forward for sustainable business growth by way of prudent and efficient management of both internal and external risks, and adaptability for resilience, as well as focus on the use of technologies and innovations in our work and service processes for delivery of the utmost satisfaction to customers and creation of value added to services.
- (2) Governance Dimension To ensure that the organization's business operations adhere to and comply with applicable laws, rules and regulations, subject to the code of business conduct and good governance, disclosure of information and operating results with transparency, anti-corruption and information and IT system security.
- (3) Social Dimension To ensure the organization's commitment to the most efficient management and development of resources, recognition and balancing of all groups of stakeholders, respect for personal data, and promote the occupational health and safety that meet international standards, including support of the Company's engagement with relevant communities and stakeholders, and creation of value and improvement of the quality of life in communities and society for mutual growth with sustainability.
- (4) Environmental Dimension To develop into a low carbon society that focuses on the most efficient utilization of resources, enhances the renewable energy capacity in parallel with solutions for general and solid waste disposal towards the Green Building project for the environment.

The Company has set out its practices to achieve the above sustainability goals with the details as follows:

Governance and Economic Dimension

- (1) To set out clear strategies, goals and action plans for sustainable growth and profitability to generate returns to stakeholders in the long run;
- (2) To put in place a risk management system and process within the Group in line with business strategies and goals that meet international standards by assessing risk appetite which covers every business chain, namely, strategic risk, operational risk, financial risk, compliance risk, IT risk, corruption risk, and new potential risks in the future as well as environmental, social and governance risks;
- (3) To focus on provision of quality services in response to clients' requirements, and ensure the quality control and availability of qualified personnel along with measures for inspection of the quality of services for long-term engagement;
- (4) To adhere to fair marketing with such policy to ensure that clients obtain information regarding the Group's services which is accurate, not misleading, ambiguous or exaggerating, so as to enable clients to have accurate and sufficient information to make decisions;
- (5) To conduct survey on satisfaction of customers, listen to feedbacks for improvement of the services, and maintain long-term good business relationship to ensure stakeholders' satisfaction and engagement with the Group;
- (6) To regularly develop innovations and technologies to promote the potential to provide services to clients and create value to the businesses, enhance the competitiveness in response to stakeholders' requirements, on the basis of social and environmental responsibility;
- (7) To ensure the Group's business operations with integrity, fairness, in line with the code of conduct, free from fraud and corruption, and with the commitment to fair competition on the basis of ethics and equal footing in the competition, as well as with zero tolerance of any practices that impede fair competition;
- (8) To comply with such rules, regulations and laws applicable to business operations and disclosure of information on governance under the Corporate Governance Code for listed companies, as prepared by the Office of the Securities and Exchange Commission;
- (9) To implement the information system in line with international standards for data security management system by providing a cyber security system, the data access authorization, and strictly comply with rules and regulations under the Cyber Security Act, the Computer-Related Crime Act, and the privacy management under the Personal Data Protection Act;
- (10) To set out a Whistleblowing Policy, and provide channels for all groups of stakeholders, both inside and outside, to report any violation, complaints, suspicion or finding of suspected violation or breach of any

laws, rules, regulations, requirements or the code of conduct, and including environmental, social and governance issues, provided that the Group's whistleblowing system must meet international standards in the protection of whistleblowers or complainants.

Environmental Dimension

- (1) To realize and recognize the significance of strict compliance with the environmental laws, and set out the environmental management standards that meet international standards;
- (2) To take into account the environmental issues as one of the factors in the risk assessment in the business decision-making procedure, and organize other activities and supports to minimize negative environmental impact;
- (3) To promote the campaign 3Rs: Reduce, Reuse and Recycle, through various channels, e.g., e-mail, internal memo, and pop-up alert messages on the Intranet and group chat via LINE Application;
- (4) To build awareness of staff at all levels to prioritize and optimize the efficient utilization of resources in the organization to the maximum benefits through implementation of reduction of energy consumption, promotion of renewable energy, plastic replacement for reduction of waste in accordance with the Zero Waste campaign, and the solid waste reduction and sorting in the office building, as well as efficient waste disposal to minimize impact of climate change, and move forward to the Green Building goal.

Social Dimension

- (1) To support and respect the protection of human rights in line with the international standard requirements on a firmwide basis, build the body of human rights knowledge in the organization, with assessments from time to time. In this respect, all stakeholders, whether they be staff, communities and society in the neighborhood, shall be treated with respect for human values, taking into account equality and freedom, without violation of basic rights, and without any discrimination in terms of race, nationality, religion, language, color, gender, age, education, physical condition, or social status;
- (2) To treat staff fairly, and provide equal opportunity and assignment to suit their competency, and provide remuneration as appropriate to their knowledge, ability, functions and responsibilities as well as performance;
- (3) To ensure the occupational health and safety in workplace to prevent any work-related illness or harm, and set up a safety unit to be in charge of monitoring, inspecting and improving the work environment safety in accordance with international standards and applicable laws;
- (4) To regularly promote and develop staff competency, as the Group well realizes that qualified personnel is the organization's driving force to success, and as such, in order to ensure the efficient and effective performance, the Group has a policy to encourage staff at all levels to improve their knowledge and competency in all areas, taking into account staff requirements and positions, and also promote creativity in work performance and development of staff engagement with the organization;
- (5) To determine the direction for sustainable supply chain management from selection of trading partners, monitoring, inspection and evaluation of trading partners' performance in accordance with the trading partners' code of business conduct;
- (6) To build values in association with communities and society through community relations activities for regular contribution to society and communities, by giving lecture and providing knowledge on financial literacy to communities and via the Debt Collection Business Association, and providing support and assistance to society and communities via corporate social responsibility (CSR) activities.

Guidelines for Review of Policy and Goals under the Corporate Sustainability Strategies

The Corporate Governance and Sustainable Development Committee annually reviews the sustainability policy, and propose the Board of Directors to consider approving any updates or revisions thereof.

3.2 Management of Impact on Stakeholders in Business Value Chain

3.2.1 Business Value Chain

The Group operates its businesses in compliance with the good corporate governance principles, and complies with the provisions of the laws and requirements of the relevant regulatory agencies, by taking into account the social and environmental responsibility in parallel, and realizes the significance of stakeholders across the business value chain from upstream to downstream.

The Group has analyzed its activities throughout the business value chain to properly manage resources, enhance the organization's potential, and create value through the services so as to generate positive results to meet stakeholders' expectations across the business value chain.

The Group operates the full-service business of non-performing asset management and debt collection services, with its core business activities from proper fund sourcing, investment in non-performing assets, offering of debt collection services to clients, debt collection under the law and fair treatment of clients, receipt of payments and long-term business relationship management, including other activities in support of core activities to achieve targets, namely, procurement, information technology development, human resource management as well as compliance with the rules on internal control management, risk management, with the details as follows:



Investment in non-performing assets



Debt collection services



3.2.2 Analysis of Stakeholders in Business Value Chain

The Company has analyzed its stakeholders by identifying 12 groups of stakeholders concerned, namely, staff; Board of Directors; shareholders and investors; analysts and press; customers (debtors under credit contracts); financial institution clients (the Company's employers for debt collection services); trading partners (sellers of non-performing assets); trading partners (manufacturers of goods and suppliers of devices and office equipment); competitors; creditors; government authorities; and society and communities. The details regarding channels and frequency of engagement with stakeholders, their requirements and expectations, and responses to stakeholders' expectations are described below.



Staff Those who help drive the organization's success with common goals

Channels and Frequency of Engagement with Stakeholders	Stakeholders' Requirements and Expectations	Responses to Stakeholders' Expectations
<ul style="list-style-type: none"> Monthly new staff orientation Knowledge development programs from both internal and external specialists every quarter for staff at all levels Occupational health and safety training once a year Engagement survey every quarter Whistleblowing, complaint and suggestion channels E-mail and communications via online channels on a regular basis, e.g., newsletters in the organization, staff welfare updates Annual performance review and evaluation (KPI) 	<ul style="list-style-type: none"> Fair and appropriate remuneration and welfare Development of new knowledge, skills and competency Occupational health and safety Career advancement Hearing of opinions from staff, and prompt solutions to complaints Fair treatment without discrimination 	<ul style="list-style-type: none"> Review staff remuneration and welfare as appropriate. Promote and regularly provide internal and external training and knowledge development for staff at all levels. Review and improve work environment in compliance with occupational health and safety. Afford staff at all levels opportunity for career path based on annual performance review, staff training and development. Provide whistleblowing channels and prompt solutions. Ensure work and life balance, support staff planning for work performance during normal working hours without impact on personal time. Treat all staff equally without discrimination and plan for preparation of policy and risk assessment on human rights.



Board of Directors Those who set the Company's vision, strategies and key operational policies

Channels and Frequency of Engagement with Stakeholders	Stakeholders' Requirements and Expectations	Responses to Stakeholders' Expectations
<ul style="list-style-type: none"> Quarterly meetings of the Board of Directors Communications via e-mail, telephone or electronic media on a regular basis Request for review and confirmation of directors' data, e.g., information on connected persons on a quarterly basis, information on shareholding and directorship on a yearly basis Knowledge development for directors' functions via training and seminars throughout the year Annual performance review of the Board of Directors 	<ul style="list-style-type: none"> Business operations with transparency, corporate governance under the good governance principles Sustainable business growth Development of knowledge and competency on directors' functions, rules and regulations, as well as practical implementation Diversity of the Board of Directors Reasonable remuneration for their roles, duties and responsibilities Understanding of the scope of business operations and applicable laws 	<ul style="list-style-type: none"> Ensure compliance with the good governance principles. Communicate and provide consultation accurately, completely and clearly. Prepare and provide directors with material documents in advance. Regularly provide directors with knowledge and competency training and development programs. Prepare Board Skills Matrix in the selection of directors with skills and experiences suitable for the Company's business operations Fix remuneration and obtain approval from shareholders as appropriate to their roles, duties and responsibilities. Provide training on legal obligations of directors and the Company's policies



Shareholders/Investors Those comprising various sub-groups of stakeholders, namely, shareholders, investors, securities analysts, potential investors, whom the Company focuses to promote its business growth for value added and maximize return to stakeholders in the long run.

Channels and Frequency of Engagement with Stakeholders	Stakeholders' Requirements and Expectations	Responses to Stakeholders' Expectations
<ul style="list-style-type: none"> • Ordinary general meeting of shareholders once a year • Participation in Opportunity Day every quarter • Meetings with investors via Company visit every quarter • Inquiries with the Investor Relations via a variety of channels, e.g., e-mail, telephone numbers and website • Public disclosure of information via SET Portal and website every quarter, and prompt disclosure upon occurrence of any major events essential to any decision to invest • Annual Form 56-1 One Report 	<ul style="list-style-type: none"> • The Company's operating results is growing and sustainable. • Shareholders receive good returns. • Accurate, complete and timely disclosure in compliance with the criteria set out by the regulatory agencies. • Opportunities and channels for inquiries by investors and shareholders on the Company's information. • All investors equally and fairly receive the Company's news and updates. • The Company follows the good governance principles. 	<ul style="list-style-type: none"> • Shareholders' meeting ensure that shareholders are treated fairly and equally, protect shareholders' rights, and allow shareholders to propose additional agenda items to the shareholders' meeting, and nominate candidates for appointment as directors. • The Company clearly sets out its business strategies and goals to achieve the target operating results. • Investors' meetings are held to present the operating results and answer other questions. • Information disclosure is accurate, completely and timely. • The Company operates its businesses with transparency and corporate governance under the good governance principles, and discloses information on the good governance principles in Form 56-1 One Report and on the Company's website.



Analysts/Press Those who help analyze and communicate the company profile to investors and the public

Channels and Frequency of Engagement with Stakeholders	Stakeholders' Requirements and Expectations	Responses to Stakeholders' Expectations
<ul style="list-style-type: none"> • Quarterly analysts' meetings • Management interview via the press upon request • Press releases • Public disclosure of information via SET Portal and website every quarter, and prompt disclosure upon occurrence of any major events essential to any decision to invest • Annual Form 56-1 One Report 	<ul style="list-style-type: none"> • Analysts and the press obtain the Company's news and updates accurately, rapidly and timely. • Opportunities and channels for analysts and the press to meet with management for inquiries on the Company's information. 	<ul style="list-style-type: none"> • Information disclosure is accurate, completely and timely. • The Company communicates information in a timely manner and answers questions fully and clearly.



Customers Debtors under credit contracts who make payments to the Company and as such, the Company earns revenue

Channels and Frequency of Engagement with Stakeholders	Stakeholders' Requirements and Expectations	Responses to Stakeholders' Expectations
<ul style="list-style-type: none"> Daily communications via electronic media and telephone with customers Financial advice and knowledge in the context of customers via various channels Acceptance of suggestions, problems and complaints via e-mail and telephone 	<ul style="list-style-type: none"> Accurate information on financial products and services. Financial advice and knowledge. Listening and provision of solutions to customers' problems. Confidentiality and privacy of customers. Business operations with transparency in compliance with applicable laws and regulations. 	<ul style="list-style-type: none"> To regularly provide debt collectors with training on product knowledge and applicable laws. To duly present products and services with quality, subject to supervisors' audit via telephone voice recordings. To willingly provide services and listen to and suggest solutions to problems, and provide counseling in the best interest of customers. To address and handle problems and complaints promptly upon receipt. To comply with the personal data protection policy, and ensure all staff's strict compliance. To duly and properly comply with laws, rules, regulations and requirements applicable to business operations.



Financial Institution Clients The Company's employers for debt collection services

Channels and Frequency of Engagement with Stakeholders	Stakeholders' Requirements and Expectations	Responses to Stakeholders' Expectations
<ul style="list-style-type: none"> Monthly meetings and communications via electronic media for action plan presentation Monthly meetings for performance results, monitoring and discussion on problems encountered in the operations Satisfaction survey via review of service performance 	<ul style="list-style-type: none"> Target achievement in the operations and in compliance with employers' requirements. Confidentiality and privacy of clients. Value added to clients' debt collection process 	<ul style="list-style-type: none"> To have clear action plans and target in order to provide clients with assurance. To comply with the personal data protection policy. To report on the performance and suggestions for improvement of efficiency and effectiveness in the operations.



Trading Partners (Financial and Non-Financial Institutions) Sellers of non-performing assets to the Company

Channels and Frequency of Engagement with Stakeholders	Stakeholders' Requirements and Expectations	Responses to Stakeholders' Expectations
<ul style="list-style-type: none"> Annual meeting with trading partners' personnel Communications via electronic media and telephone Acceptance of opinions, suggestions and solutions via electronic media, telephone and mail 	<ul style="list-style-type: none"> Good governance Confidentiality Compliance with contract terms Fair and appropriate competition or contracts 	<ul style="list-style-type: none"> To operate businesses with transparency and corporate governance under the good governance principles. To announce the personal data protection policy and ensure all staff's strict compliance. To comply with commercial and contract terms as well as the code of business conduct. To consider and propose reasonable and fair prices and make payments according to its terms.



Trading Partners Manufacturers of goods and suppliers of office equipment and supplies

Channels and Frequency of Engagement with Stakeholders	Stakeholders' Requirements and Expectations	Responses to Stakeholders' Expectations
<ul style="list-style-type: none"> Acceptance of opinions, suggestions and complaints via e-mail Regular communications via electronic media and telephone Annual evaluation of trading partners 	<ul style="list-style-type: none"> Transparent, fair and auditable procurement in compliance with the code of business conduct Fair contracts Confidentiality Fair and timely payments 	<ul style="list-style-type: none"> To comply with commercial and contract terms as well as the code of business conduct. To proceed with fair, transparent and auditable procurement. To treat trading partners equally and fairly. To announce the personal data protection policy and keep trade secret confidential. To prepare a handbook for selection of trading partners and annual evaluation of trading partners, whereby the Company plans to consider setting out criteria for procurement with socially and environmentally responsible trading partners.



Competitors Business operators in the same industry

Channels and Frequency of Engagement with Stakeholders	Stakeholders' Requirements and Expectations	Responses to Stakeholders' Expectations
<ul style="list-style-type: none"> Events of the Debt Collection Business to Financial Institution Association every year Meetings, seminars, discussions, sharing of opinions or other activities every year 	<ul style="list-style-type: none"> Fair and transparent business competition Data sharing for mutual benefits 	<ul style="list-style-type: none"> To operate businesses with transparency and corporate governance under the good governance principles. To comply with fair competition framework and refrain from exploiting confidential information of business competitors.



Creditors Financial institutions that provide sources of funds to the Company

Channels and Frequency of Engagement with Stakeholders	Stakeholders' Requirements and Expectations	Responses to Stakeholders' Expectations
<ul style="list-style-type: none"> Presentations and Q&As in meetings via electronic media and telephone upon request by financial institutions Meet-and-greet activities between creditors' representatives and the Company's management upon request by financial institutions 	<ul style="list-style-type: none"> Timely interest and principal payments Compliance with contracts Provision of accurate and complete information on operating results and other key information Potential business growth Confidentiality Business operations with corporate governance 	<ul style="list-style-type: none"> To make interest and principal payments in a timely manner To strictly comply with contract terms and conditions with creditors. To regularly communicate and present relevant reports. To achieve the Company's operating results with sustainable growth. To comply with the personal data protection policy. The Company complies with the good governance framework and proceeds with prudent and extensive risk assessment.



Government Authorities The Bank of Thailand, the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, and the regulatory agencies in charge of the Company's business operations

Channels and Frequency of Engagement with Stakeholders	Stakeholders' Requirements and Expectations	Responses to Stakeholders' Expectations
<ul style="list-style-type: none"> Discussions with regulatory agencies via e-mail, telephone or electronic media Hearing of clarifications and training organized by regulatory agencies Filing of required information and reports to regulatory agencies 	<ul style="list-style-type: none"> Transparent business operations in compliance with applicable laws and regulations Mitigation of legal risks and consequences The Company's good governance 	<ul style="list-style-type: none"> To build and develop knowledge and understanding about compliance with laws, rules and regulations of regulatory agencies. To develop staff competency in the operations. To strictly comply with laws, rules and regulations of regulatory agencies. To operate businesses with transparency and corporate governance under the good governance principles.











Society and Communities Communities and society in general as well as those borrowing credits from financial institutions





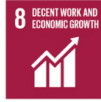




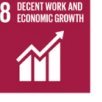




Channels and Frequency of Engagement with Stakeholders	Stakeholders' Requirements and Expectations	Responses to Stakeholders' Expectations
<ul style="list-style-type: none"> Training programs via debt collection associations on a yearly basis 	<ul style="list-style-type: none"> Business operations in parallel with commitment to social and environmental responsibility Access to counseling, knowledge and financial literacy 	<ul style="list-style-type: none"> To operate businesses with commitment to social and environmental responsibility. The Company plans to provide financial advice and knowledge via various channels, including online channel, as well as its CSR activities, to improve the quality of life in communities.

The Company analyzes the order of priority of stakeholders based on the level of dependency between the Company and stakeholders, the level of stakeholders' tension towards the Company for prompt action for sustainability, and the level of influence on strategy or business operations, and as such, the top 3 groups of stakeholders are customers, the Board of Directors and staff, respectively.

Material Topics

The Company has gathered and assessed material topics of sustainable development via an analysis of sustainability topics in line with all stakeholders' expectations in the sustainability context, taking into account the Company's strategic direction and risk factors, both at present and in the future, which may affect or bring about business opportunities, to support the assessment of materiality of sustainable development topics, and in comparison with the relevant sources of information on sustainability factors, e.g., analytical institutes or agencies on sustainability standards related to national or international industrial sectors, as set out by the Sustainability Accounting Standards Board (SASB), World Business Council for Sustainable Development (WBCSD), Allianz, and competing firms in national or international industrial sectors, which can be classified into 11 topics, as follows:

Material Topics	Materiality	SDGs
Economic Dimension		
1. Business Growth	To focus on ensuring the financial stability and operating results of the organization for continued and sustainable growth, by setting out clear strategies, goals and action plans to generate returns to stakeholders in the long run	
2. Risk Management	To manage risk appetite which covers every business chain, from operational risk, sustainability risk, and new potential risks	
3. Development of Innovation and Technology	To use innovations in our work and service processes, client analysis, payment channels, to enhance the competitiveness and efficiency of the business operations	
4. Good Governance and Business Ethics	To manage the organization with good governance by way of preparation and update of policies, handbooks and practices related to internal affairs to be in line with the business operations and up-to-date, and prepare the code of business conduct on the basis of ethics, integrity and transparency	
5. Cyber Security and Personal Data Protection	To ensure the cyber security and personal data protection, provide such system to prevent any threats to the cyber security, impose data access authorization, and comply with applicable rules, regulations and laws	  
6. Customers' Satisfaction	To operate its businesses with responsibility, communicate with clarity and fairness, welcome any complaints, prepare results of survey and satisfaction, resolve issues from complaints, and take feedbacks for work improvement, as well as create good long-term business relationships to ensure stakeholders' satisfaction and engagement with the Company	

Material Topics	Materiality	SDGs
Environmental Dimension		
7. Efficient Utilization of Resources	To use resources efficiently, design the office building for energy saving, initiate campaigns for staff to help save energy consumption, and encourage staff to work through technology systems to reduce paper use for business	  
Social Dimension		
8. Promotion of Occupational Health and Safety	To promote the occupational health and safety in workplace and in compliance with applicable laws, and provide staff with training on the occupational health and safety in workplace to prevent work-related harm	 
9. Respect for Equality and Diversity	To treat all staff equally without discrimination, acknowledge diversity, and ensure that stakeholders obtain the Company's information and news updates equally and fairly	 
10. Human Resource Management and Development	To regularly develop staff knowledge, provide opportunity and staff career advancement, establish succession plan and provide appropriate remuneration and welfare benefits as incentives and competitive in market, as well as encourage staff to share their opinions	   
11. Community Relations	To organize lecture and provide knowledge on financial literacy to society and communities via the Debt Collection Business Association, and social media, as well as providing support and assistance to society and communities via corporate social responsibility (CSR) activities	  

Sustainability Framework

- C** Compliance – To operate business on the basis of corporate governance, taking into account the business ethics, good governance and sustainable value creation to stakeholders
- H** Human Capital – To operate business along with ongoing human resource development on the basis of equality and recognition of diversity of personnel throughout the organization
- A** Ambitious Innovation – To operate business by keeping all groups of stakeholders in the business value chain in mind, ensure the utmost satisfaction of customers through secure innovations and technologies and excellent business management to build stability and sustainable growth
- S** Social – To operate business by highlighting local people's engagement in communities to create shared values with communities for sustainable development and growth along with the organization
- E** Environment – To operate business in parallel with the environment for sustainability by focusing on efficient and optimal utilization of resources

3.3 Sustainability Management in Environmental Dimension

3.3.1 Environmental Policy and Practices

The Company has set out the environmental management policy, which has been approved by the Board of Directors, to outline the scope and guidelines for the Company's business operations to be in line with its intention to operate the business by taking into account the environmental issues, manage natural resources, the environment and climate, including proper management of waste and products after use to minimize the environmental impact and support the development under the Sustainable Development Goals (SDGs). Such practices shall focus on compliance with laws and regulations applicable to the environment, incorporate the environmental issues as one of the factors for business risk assessment, support the procurement process of ecofriendly products and services, as well as reduce energy consumption by promoting the use of renewable energy and raising awareness of all staff regarding sustainable environmental management procedures to minimize impact of climate change, and move forward to the Green Building goal.

The Company is committed to optimizing the efficient utilization of resources by 2024, and targets its power consumption not to exceed 700,000 kilowatts-hour. Such increase in power consumption is due to the relocation to the new office building in September 2023. However, the Company sets its goal to reduce its power consumption at least by 2% from 2024 within 2025, by focusing on the use of renewable energy, alternative energy sources, and energy-saving devices in the office building. Various campaigns for staff's cost-efficient use of energy are embedded in various activities of the Group and monthly meetings. Moreover, the Company also targets its water consumption not to exceed 7,000 cubic meters in 2024, and plans to reduce the water consumption at least by 5% from 2024 within 2025.

For the waste reduction goal in 2024, the Company has set its target for proper waste sorting for effective disposal, and plans to achieve waste sorting for recycle at 20% in the first half of 2024, and up to 40% by 2025.

3.3.2 Environmental Performance

Energy Management

The Company realizes the significance of the cost-efficient utilization and care of available resources and reduction of consumable resources. In this regard, the Company sets out such energy saving practices for compliance by all units in the Company based on the following principles:

1. To promote the use of renewable energy by installing solar cell panels as an alternative source to generate power for consumption within the office building. It is expected that such solar cell panels can generate 66,550 kilowatts of electricity or help save the power consumption up to approximately Baht 331,600 per year;
2. To use air conditions with the most energy-efficient standards, install all LED bulbs in the new office building to save energy, use technology to control the electricity systems to optimize the energy saving goals, and arrange for the bulb illumination metering to ensure appropriate lighting for staff workplace;
3. The Company's new office is located in such areas which are convenient for commute by public transport, i.e., buses and mass rapid transit systems. These modes of transportation will help reduce the number of personal vehicles to a certain extent, and reduce air pollution accordingly.

In 2023, the Company has implemented energy-related campaigns and promoted the efficient power consumption through the following activities:

- Energy saving campaign: This campaign is to promote a culture where staff appreciates the value of electricity and plays a part to contribute to reduce the global warming, by distributing public relations materials in the form of Infographic via LINE group and e-mail channels, as well as notice boards, to communicate with staff to switch off appliances and air-conditioners during lunch break or when not in use, set the air-conditioners' temperature not lower than 25 degrees, and regularly check and keep office equipment and appliances clean.
- New energy-efficient office program: The Company's new office building is designed with the concept of energy saving and cost-efficient utilization of resources, and to ensure a good quality of life for staff. In this regard, the Company has installed solar cell panels with a capacity of 66 kilowatts to generate power for consumption to replace electricity consumption, used LED bulbs throughout the office building, used standard air-conditioners and the Variable Refrigerant Volume (VRV) air-conditioning system for centralized control of air-conditioners and setting proper temperature for each room to save energy, and also installed insulated glass to reduce the use of air-conditioners. As a result, in 2023, the Company has managed to save its power consumption by more than 47,503 kilowatts-hour per year, representing a saving on the electricity costs by over Baht 0.2 million.

Water Management

The Company realizes and is attentive to the significance of management of water resources, as an essential element of the ecosystem and living things, and supports the sustainable development goals by promoting a culture of cost-efficient water usage and personnel engagement for water management, by way of water resource conservation, optimization of water usage, and reduction of water consumption. For example, the cost-efficient water usage campaign encourages staff to turn water off after every use, selects energy-saving sanitaryware in the office building, and regularly checks any water leaks on faucets, valves and pipelines, as well as planning for inspection and maintenance of the water supply system to remain efficient and available for utilization, without discharging any effluent from various activities in the organization outside.

In 2023, the Company has implemented its water management through the following activities:

The Company has organized a campaign for cost-efficient water usage by the People Department and the Public Relations Department to provide knowledge on water saving to staff in the organization by way of public relations materials in the form of Infographic via LINE group and e-mail channels, as well as notice boards, to build awareness of cost-efficient water usage and saving, adapt water usage behavior, and put them into application. This campaign helps reduce the volume of water consumption by 5,684 cubic meters, representing 18% from the previous year, and save the costs of water supply up to Baht 10,639 or 8% from the previous year.

Garbage and Waste Management

The Company launches a campaign 3Rs: Reduce, Reuse and Recycle, to build awareness and collaboration to reduce garbage, waste and pollutants by the following practices:

Reduce

1. This campaign is for staff to use personal water bottles or pocketable water bottles for water refill instead of buying drinking water in single-use plastic bottles, whereby the Company has provided drinking water dispensers for staff on every floor, so as to help reduce the use of plastic and become more environmentally friendly and conscious;
2. This campaign is for use of cloth bags in place of non-degradable plastic bags to reduce waste, and as such, the Company distributed cloth bags to every staff for their everyday use;
3. This campaign is to encourage more clients/debtors to use e-slips, and proceed with the litigation services via electronic system (e-court) to reduce paper use and save traveling time to court, which helps save energy, and moreover, the Company is developing a Mobile Application to provide information services to clients, where clients can check their debt balances due, and request documents in electronic format;
4. Information technology system is implemented in various work units of the organization, e.g., human resource system, procurement system, IT Helpdesk system, and documentations and authorization by software, including the transition from paper-based meetings to electronic meetings to reduce paper use for unnecessary transactions.

Reuse

This campaign is for staff to optimize their paper use by supporting recycled paper use solely for internal affairs in the organization, which shall not be sent outside the organization.

Recycle

This campaign is for staff to effectively proceed with waste sorting, whereby recycle waste will undergo a recycle process, and once accumulated to the designated volume, will be sold as used materials and forwarded to various recycle projects, so as to make sure that the Company's waste will be sent for proper recycle process which will help minimize the volume of waste for landfill.

In 2023, the Company has started the "Ting To Trash" waste sorting program organized by the Thai Listed Companies Association and the Office of the Securities and Exchange Commission, to promote the solid waste sorting from the sources, foster a corporate culture that reduces greenhouse gas emissions, and put in place a solid waste management process for proper disposal, by the following practices:

- The waste sorting campaign in the organization classifies wastes into 4 types, i.e., general waste, recycle waste, organic waste and hazardous waste, and encourages staff in the organization to be aware of the significance of waste sorting and contribute to solid waste reduction and sorting accordingly.
- Public relations materials in the form of Infographic titled "Waste Sorting for Global Warming Mitigation," and video clips have been prepared to provide knowledge on types of wastes and proper sorting via LINE group and e-mail channels, as well as notice boards.

- The Company collects and records monthly data on waste volumes, whereby the People Department will use the same as basic data for assessment and set targets for solid waste reduction and management.
- The Company collaborates with its partners for effective garbage and waste management, whereby solid waste sorted will be sent and distributed to its partners for sustainable waste management.

The waste sorting campaign has enabled staff at the head office building to effectively proceed with waste sorting and become instrumental of reducing the environmental impact and promote a low carbon society.

In addition, the Group has a policy to reduce paper use in every work process of the organization through various environmental campaigns for paper use reduction, as follows:

- The Group has encouraged more customers/debtors to use online receipts or e-slips instead of paper receipts, and in 2023, the Group's percentage of paper receipts issued for payment transactions to customers reduced by 20% of all customers' payment transactions.
- The Group plans to add a communication channel to facilitate customers' access to information and execution of transactions via Mobile Application, in line with the current behavioral changes of customers who are more tentatively execute transactions only. With the use of the Mobile Application, the Group's debtors may check their debt balances, interest rates, payment records from the Mobile Application in real-time, and request online documents. The Group expects that customers' use of the Mobile Application will help reduce its paper use accordingly.

The Company is committed to comprehensive waste management that covers both hazardous and non-hazardous waste disposal, so as to maximize the utilization of resources across the value chain, while minimizing the volume of wastes produced, on the basis of 3Rs, and arranging for waste management procedure from collection, sorting and recycle, including storage and reporting of waste data via the waste management data system. The Company sets its goal for effective waste sorting at the head office to achieve 100% and for paper use reduction by 5% from the total volume of paper use in the previous year.

Climate Action

The Company is well aware of problems arising from climate change, and as such, is committed to reducing greenhouse gas emissions and environmental impact from its business operations in line with the Company's environmental goals, by setting out guidelines for activities on management of greenhouse gas emissions in 2023 as follows:

1. To design its operational space with the concept of Green Building as part of the cost-efficient utilization of natural resources, whereby the Company has installed solar cell panels to generate power for consumption to replace electricity consumption within the new office building, and designed the office building for energy saving, i.e., installation of insulated glass to reduce the use of air-conditioners, exposure to natural lighting to reduce electricity use, and use of energy-efficient air-conditioners. Moreover, the Company also schedules for maintenance of electric appliances to meet efficiency standards to reduce power consumption, uses LED bulbs to save energy, and uses technology to control electricity systems to optimize the energy saving goals.
2. To promote and support activities for enhancement of efficient energy use and cost-efficient utilization of natural resources by way of such energy saving campaigns as turning off the lights when not in use, removing power cables or switching off all devices after use, turning air-conditioners on and off on time schedule and at designated temperature.
3. To promote and support activities for waste sorting, garbage and waste management via the "Waste Sorting for Global Warming Mitigation," by disseminating public relations materials to provide staff in the organization with knowledge proper and effective waste sorting to establish our collaborative efforts to reduce greenhouse gas emissions, which will link to staff household waste sorting. In addition, the Company has participated in the "Ting To Trash" waste sorting program organized by the Thai Listed Companies Association and the Office of the Securities and Exchange Commission to promote the solid waste sorting from the sources, and put in place a solid waste management process for proper disposal.
4. To promote the use of digital technology in its work process to reduce greenhouse gas emissions, namely, e-documents in various sections of the organization to reduce paper use and minimize human errors, e.g., human resource system, procurement system, IT Helpdesk system, suggestion for clients to use e-slips instead of paper receipts, development of Mobile Application for non-performing asset management business within 2023 to add a communication channel to facilitate clients' access to information and execution of transactions.
5. To change its litigation services via electronic system (e-court) to reduce traveling time to court, which helps save energy, and in 2023, the Company has filed lawsuits via e-court system, representing approximately 99.9% of all litigation cases.
6. To promote awareness and understanding of climate change for staff and key stakeholders through training and public relations materials providing knowledge on climate change and greenhouse gas emissions, which have been distributed to branch offices for waste sorting, campaign for container reuse,

reduction of use of plastic bags, and communicated at monthly head meetings, and raise such awareness from the start of employment at monthly new staff orientation on cost-efficient use of water and electricity.

In 2023, the Company has prepared its carbon footprint assessment for the first time, which defines the scope of consideration from the organization's greenhouse gas emission activities based on scope 1 emissions which address direct carbon footprint from the Company's burning fuels, e.g., fuels from use of the Company's vehicles; and scope 2 emissions which refer to indirect carbon footprint from energy use, such as, the Company's use of electricity purchased from third parties; and scope 3 emissions which arise from water and paper use. Such carbon footprint data was prepared in accordance with the guidelines for organization carbon footprint review by TGO as the basis of preparations for the organization's carbon footprint assessment. Moreover, the Company plans to review the accuracy and reliability of its greenhouse gas emissions data by an independent entity by 2025.

3.4 Sustainability Management in Social Dimension

3.4.1 Social Policy and Practices

Occupational Health and Safety

The Company recognizes and focuses on the significance of occupational health, safety and environment, including health care and protection for staff as well as contractors and concerned parties, so as to ensure that staff can work safely in appropriate environment, and to prevent work-related accidents and diseases. The Company has such policy and practices that support the occupational health and safety in compliance with the Occupational Safety, Health and Environment Act B.E. 2554 (2011), which may bring about positive impact on the organization and stakeholders, i.e., the Company's reliability and good image that attract talented candidates and investors. However, should these issues not be properly handled, the Company may lose its personnel, sustain property damage in the office premises, and violate the occupational health and safety laws.

The Company's occupational health management is intended to ensure the well-being and prevent any lost time injury or accident of staff, more than 1 day lost time injury, or work-related fatality, with the target of zero case work-related accident.

The Company has set out its rules and practices on occupational safety, health and environment in compliance with the Occupational Safety, Health and Environment Act B.E. 2554 (2011), under the responsibility of the Occupational Safety, Health and Environment Department, and the Occupational Safety, Health and Environment Committee (OSH). The occupational health management practices include the following tasks:

1. To set out rules and practices on occupational safety, health and environment;
2. To set up the Occupational Safety, Health and Environment Committee;
3. To appoint safety officer supervisory level, safety officer management level and safety officer professional level to proceed with the occupational safety, health and environment;
4. To provide staff training on knowledge and skills regarding the occupational safety, health and environment;
5. To provide an emergency action plan, emergency team structure and emergency drills;
6. To arrange for necessary equipment and resources in response to emergency, e.g., fire extinguishers, emergency lighting, which must be checked monthly to be ready and available for use;
7. To review the quality of the occupational safety, health and environment;
8. To survey the workplace safety to ensure that staff work under appropriate environment which is not harmful to health, including third party visitors;
9. To proceed with hygiene measures, particularly during the COVID-19 pandemic;
10. To publicize information to staff and raise their health and safety awareness.

Moreover, the Company has also set out and communicated such rules and practices on occupational health, safety and environment to all staff firmwide, with the details as follows:

1. The Company shall encourage staff at all levels to have good health and occupational safety, health and environment awareness.
2. The Company shall make improvements for prevention of any work-related accident, incident and illness for staff and concerned parties.
3. The Company shall adhere to and comply with laws and other regulations applicable to occupational safety, health and environment as if they were the Company's standard requirements.
4. The Company shall keep its workplace clean and suitable for work.
5. The Company shall allocate relevant resources sufficiently and suitably for work in accordance with the rules and practices on occupational safety, health and environment.
6. The Company shall review such rules and practices and monitor, inspect and manage the implementation thereof from time to time to make sure that such rules and practices are suitable for the Company.

Respect for Equality and Diversity

Nowadays, human rights are matters of international concern, particularly equality and diversity, to which every organization should pay attention and review its internal procedures for business operations not to violate human rights and labor practices throughout the business value chain, as any violations of human rights may give rise to negative impact on the Company's image and business operations.

The Company is committed to operating its businesses on the basis of respect for human rights throughout the value chain without any violations in respect of stakeholders, which cover equal and non-discriminatory treatment of all stakeholders, and recognition of diversity, to achieve the target of zero case human rights violations.

The Company firmly believes in its business operations with integrity and responsibility to society and all stakeholders under the corporate governance principles and the Company's code of conduct. In regard of human rights, the Company is committed to equal and fair treatment of personnel without discrimination in terms of race, nationality, religion, language, color, gender, age, education, physical condition, or social status, and providing proper labor welfare. In this regard, the Group has strictly complied with the laws and support the implementation of the Universal Declaration of Human Rights (UDHR) to ensure that the Group's business operations respect and strictly comply with the laws on human rights. Therefore, the Company has set out its policy and practices on human rights to prevent any violations in every business activities of the Group, the details of which follow the laws applicable to labor protection, under the charge of the People Department, the Risk Management Team, the Legal and Compliance Department, the Procurement Department and the Welfare Committee.

In 2023, the Company has prepared and communicated such policy and practices on human rights to all staff in the organization, which cover the following key topics:

1. To create job opportunities for a diverse variety of people in society, treat labor fairly, respect human rights and recognize diversity of people, and refrain from raising any sexual orientation or race issue to exclude certain individuals from employment;
2. To prevent human trafficking, child labor below the legal age, and illegal immigrant labor;
3. To focus on promotion and development of the quality of life for persons with disabilities by employing those physically challenged to work at the percentage compatible with applicable laws;
4. To provide a whistleblowing procedures and channels for human rights, both inside and outside the organization, including such mechanism for protection of whistleblowers and complainants as well as confidentiality of complaints;
5. To conduct corporate risk assessment that extends to human rights violations, and set out measures to control and prevent consequences in order to minimize potential risks (action plan);
6. To prove a fair and transparent procedure for selection of trading partners in line with the trading partners' code of business conduct;
7. To disclose accurate and transparent information on human rights and the Company's treatment of labor.

Furthermore, the Company has analyzed the initial risk appetite on human rights in the Group annually in order to identify, prevent and mitigate impact from risks relating to human rights in the Company's operations. From such assessment on risks relating to human rights, the Company has implemented measures to control and mitigate potential impact, and guidelines for prevention and correction relating to human rights in the Company's business operations, to ensure that the Company's human rights management is efficient to control impact throughout the value chain. In this regard, the Company has also arranged for relief measures for those affected in terms of human rights, both monetary and non-monetary assistance, to mitigate any impact sustained by those affected in terms of human rights from the Company's business operations. This includes planning for assessment of risks relating to human rights in 2024 which cover every work unit in the organization on an annual basis by setting goals and key performance indicators relating to human rights based on the number of events and complaints on human rights violations, and using the assessment results for review and improvement, thereby enabling the Company to prevent and minimize risks which may lead to human rights violations. From the assessment of the overall risks relating to human rights, there was no risk of violation of human rights from the Company's business operations.

The Company has prepared the code of business conduct that addresses guidelines for fair treatment of various groups of stakeholders without any violation of their rights, the details of which are as follows:

1. Responsibility to Staff and Employees The Company shall comply with applicable laws and standards and fairly treat its staff and employees with respect for human rights, by way of, among others, fair remuneration and other benefits, provision of welfare at the minimum legal requirements or more as appropriate, maintenance of occupational health and safety in work performance, knowledge training, skill development and promotion of career path, as well as opportunity for other skill development.
2. Responsibility to Clients The Company shall comply with applicable laws and standards and take into account health, safety, fairness, client confidentiality, after-sale services throughout the life cycle of products and services, evaluation of client satisfaction for development and improvement of products and

services, including responsible advertisements, public relations, and sales conduct without misleading statements or taking advantage of clients' misunderstanding.

3. Responsibility to Trading Partners The procurement process and the conditions of contracts or agreements shall be fair, and the Company shall provide trading partners with knowledge, assist them to develop their potential and upgrade their production and service capacity to meet standards. They shall also be communicated and encouraged to respect human rights, treat their labor fairly, and be socially and environmentally responsible, and shall be monitored and evaluated for the purpose of mutual and sustainable business development.

Moreover, the Company also requires its executives and supervisors at all levels to be in charge of monitoring and ensuring that the Company's business operations do not violate human rights, and treat all staff in strict compliance with the Company's policy and practices.

Human Resource Management and Competency Development

The Company regards its personnel as the organization's driving force towards mutual success, and as such, set its goals for skill and competency development for staff in the organization to possess such skills and capacity for a variety of works in a more comprehensive manner, both upskill and reskill. In addition, the Company also encourages its personnel to pursue their career path, and instill in them positive attitude and conduct in line with the Company's values, which are the key to driving the organization, and as the concept of collaboration for success. The Company sets the target for all staff to attend at least 6 hours of training per person per year for development of their competency.

Staff are regarded valuable resources and instrumental in business operations. The Company is determined to recruit staff, offer appropriate incentives and welfare benefits, promote opportunity and career path, to retain talented staff, and also focuses on ongoing skill development for staff in support of the business operations in the long run towards becoming an efficient organization with sustainable growth.

For new staff, the Company provides them with knowledge transfer by providing relevant courses on key governance issues, namely, the Personal Data Protection Act (PDPA), the Cyber Security Policy, the Anti-Corruption Policy, the occupational safety, and the Debt Collection Act B.E. 2558 (2015). The Company's goal is to achieve 100% of all new staff attending the new staff orientation.

The Company realizes the significance of staff training and competency development by upskilling staff to have a variety of comprehensive knowledge and competency, both internal and external courses, to expand their capacities and skills essential to their work performance, and growth in their career path, which will help reduce staff turnover rate and engage them with the organization, and as such, proceeds with the operational policy and practices in 2023 as follows:

1. The People Department shall set out training roadmap and the number of training hours for staff, as well as staff development plan at every level.
2. Supervisors shall be responsible to ensure that their subordinates regularly attend training and development programs.
3. Staff training and development include job description orientation, organizational management and self-development in other areas. In 2023, the Company has organized internal training courses for staff at all levels in the organization, most notably are the following courses: Effective & Cross Functional Communication, Coaching Skill, Teamwork and Team Collaboration, Public Speaking, Knowledge Management Sharing, etc. In addition, the Company also conducts the survey on training needs, analyzes necessary skills to achieve the organization's goals, and clearly sets the objectives and indicators of training courses to evaluate the effectiveness and values achieved with tangible results, as well as allocating annual budget for training as appropriate.
4. The Company prepares training database based on staff test results to be statistically used to design training programs, and staff capacity building in the future.
5. For the purpose of engagement with the organization, the Company regularly organizes activities with staff, namely parties on special occasions, outings and seminars, and Team Building.
6. Performance review is based on key performance indicators (KPIs) to arrive at clear and fair outcome. Moreover, staff performance review also helps the People Department to be aware of internal problems, and design training and promotion plans according to KPIs to evaluation staff performance.
7. In order to afford staff an opportunity for career advancement, the Company has established and communicated the career path policy in line with the Company's succession plans to motivate personnel's performance.

In 2023, the Company has allocated a budget of Baht 1,150,000 for training and development of skills, knowledge and competency for a total of 200 staff members, representing an average of 24 training hours/person/year.

Community Relations

The Company recognizes business sectors to be instrumental in uplifting the quality of life in society and communities and propelling the economy of the country, which are the Company's goals for sustainable growth along with society. As a leading business operator of non-performing asset management and debt collection services, the Company is committed to community development in terms of financial literacy and improved financial liquidity management, and at the same time, acting as consultant and providing debtors with knowledge and discipline for debt management. In this regard, the Company plans for integrated community development through social programs and activities by organizing lecture and providing knowledge on financial literacy to society and communities via the Debt Collection Business Association, and social media, as well as providing support and assistance to society and communities via corporate social responsibility (CSR) activities.

The Company has its goal as part of a concerted effort to raise awareness and promote Thai society to be free from loan shark debts, and contributing to reduce retail and household debts which affect Thailand's economy. This can be achieved through proper financial behavior and attitudes, financial planning and debt management in order to sustainably resolve debt problems in communities, build good relationships with communities and society by collaborative programs and activities for better quality of life in communities, and minimize potential disputes with communities and society.

The Company is determined to operate its businesses for sustainable growth along with the contribution for community and social development via activities and projects in response to stakeholders' expectations, both in direct connection with the business process (CSR in Process) and the community and social contribution outside the business operations (CSR after Process) in parallel, so as to create values and develop communities and society in various dimensions, improve the social quality, improve the quality of life for people in communities, and drive the country's economy.

The Company focuses on its business operations with responsibilities to communities and society, and realizes the impact of its business operations on the economic system, both microeconomic and macroeconomic levels, by providing solutions to problems and giving clients who are non-performing debtors of financial institutions access to a source of funds for debt resolution and upgrading and developing the quality of life with sustainability. This can be achieved by providing knowledge and promote financial discipline for clients and general personnel, including information on suitable debt resolution by way of knowledge management to enable staff to further communicate such information with clients, and resolving problems for financial institutions by way of management of assets from acquisition of non-performing assets from financial institutions, in order to enable those financial institutions to extend loans to the economic system and improve the quality of life for people in the country.

3.4.2 Social Performance

Occupational Health and Safety

1. The Company underlines the importance of occupational safety by providing all staff with training on occupational safety, health and environment for the purpose of management and implementation of the occupational safety, health and environment in compliance with the Ministerial Regulations Prescribing Standards for Administration and Management of Occupational Safety, Health and Environment B.E. 2549 (2006), and the contents of such training comprises pre-test, lecture on occupational safety, and post-test.
2. The Company organizes fire-fighting, fire-escape and first-aid drills at least once a year under the Ministerial Regulations Prescribing Standards for Administration and Management of Occupational Safety, Health and Environment on Fire Prevention and Suppression B.E. 2555 (2012), to make sure that participants become knowledgeable and well understand the occupational safety.
3. The Company sets up an Occupational Safety, Health and Environment Committee to consider policies, action plans and control on occupational safety in order to prevent and reduce accidents, injury and illness. Such committee is in charge of effective safety administration, reporting and recommendation of measures or guidelines for improvement of the work conditions and environment, to be aligned with the occupational safety laws and other applicable standards and laws, and promote safety training for staff.
4. The Company provides standard safety systems in the workplace, e.g., fire prevention, standard lighting, proper temperature setting, and regular inspection and monitoring of workplace hygiene, and formulates annual safety system review plan. Moreover, the Company also arranges for first-aid room and equipment, medicines and nurse on duty, and holds an annual health checkup for every staff in the organization.

In 2023, the following projects have been carried out:

- In 2023, the Company has relocated its office to a new location for the first time, and thus focused on and made sure of safety as top priority. The Company, by the People Department, has provided training on "Initial Fire-Fighting," and organized the "2023 annual fire-fighting and fire-escape drills" on December 8, 2023 for staff at Chaeng Watthana Office, in order for participants to become knowledgeable and well

understand the occupational safety, and attend training on occupational safety, health and environment, which the Company requires at least 40% of all staff in each unit, in accordance with the Ministerial Regulations Prescribing Standards for Administration and Management of Occupational Safety, Health and Environment on Fire Prevention and Suppression B.E. 2555 (2012). In this training, the Company invited resource persons from Pak Kret Fire-Fighting and Rescue Station to provide lecture covering initial fire-fighting, first-aid, and fire-escape drills. In 2023, a total of 60 staff members attended the training, while all office staff participated in fire-escape drills. In addition, the Company plans to organize such training program to staff at various branches during 2024.

- The Company promotes the quality of work life with the Happy Workplace concept, whereby the new office building has allocated space for various and flexible activities, namely, leisure areas for workers' relaxation, dining corners, learning zones, and co-working space, which promote interaction among staff, and make sure that the work environment is suitable, by way of measurement of air quality, temperature and lighting. Moreover, the new office building is equipped with innovations and technologies to enhance work efficiency and well-being. The Company also provides safety training for all new staff from the orientation so as to protect staff from any work-related injury or accidents. In 2023, 100% of all new staff participated in the occupational safety and health training.

In addition, the Company also sets its goals for occupational safety, health and environment development, build awareness and accountability for safety behavior for all staff to minimize risks on work-related accidents in support of the goal of zero case work-related accident and injury, which extends to our training partners, by requiring the implementation of occupational safety, health and environment as part of the Company's criteria for selection of trading partners in parallel with other areas of operations.

Respect for Equality and Diversity

Number of staff by location	
- Bangkok and vicinities	157 persons
- Northern region	64 persons
- Central region	2 persons
- Northeastern region	95 persons
- Southern region	146 persons
- Eastern region	28 persons
- Western region	46 persons
Total staff remuneration	Baht 193,617,292
Percentage of staff with provident fund membership to total staff	35.80%
Remuneration difference by gender (female : male)	0.61 : 1.00
Staff by gender	
Female	375 persons
Male	163 persons
Number of female staff by position level	
Operational	322 persons
Managerial	50 persons
Executive	3 persons
Complaints on human rights violations	0 case
Employment of staff with disabilities	5 persons (100% as required by law)

Personnel Management and Competency Development

Training and Personnel Development

In 2023, the Company has organized training and development programs for staff at all levels of the Company to enhance their skills, from basic to new knowledge, which are beneficial to their competency development. Such key internal training for staff at all levels of the Company in 2023 include the following programs: Effective & Cross Functional Communication, Coaching Skill, Teamwork and Team Collaboration, Public Speaking, Knowledge Management Sharing, etc. Moreover, the work systems have been updated in alignment to enhance personnel's capacities, which may be divided into 3 groups, i.e., (1) operational staff/officers; (2) supervisors/managers; and (3) executives, the development of which continued from August to November 2023.

Staff development plan serves as part of the annual performance review, in respect of which, the Company takes into account pre-test and post-test to assess efficiency and effectiveness of training, and concludes the development outcome after completion of all programs for follow-up actions for selection of competent and capable personnel for learning and development, considering their performance review and post-training competency, and once selected, the Company will provide succession plans and follow up accordingly.

Attraction and Retention of Talented Staff

The Company has provided development training programs for staff at all levels in the organization, covering both pre-test and post-test skill assessment to identify their potential for learning and career development, as one of the key performance indicators for bonus, salary review and promotion, as well as the opportunity for selection as Talent Employees, who will primarily serve as dynamic driving workforce to move the organization forward. The Company offers the opportunity for challenging and valuable tasks and supports them to become eligible as key successors, and promote training and development programs for competency and skills essential for this group of Talent Employees, such as, Coaching skill, Growth Mindset, Knowledge Sharing Success, etc.

Such benefits for staff and/or the organization from staff development program and the Company's follow-up on the outcome of competency development and career advancement of staff are described below.

Benefits for Staff

- They perform work with the best efficiency and bring about good relationships for work collaboration in the organization.
- Their improved work performance results in more opportunities for career advancement.
- The work environment becomes more pleasant for commitment and teamwork.
- Upskill and reskill help staff assured of their own skills and competency in work performance.
- They have their own career path.

Benefits for the Company

- The organization's work standards improve and enable it to compete with other businesses.
- The work environment becomes more pleasant for commitment and teamwork.
- Staff are loyal to the organization, and retained for long-term employment with the organization.
- The Company obtains information beneficial to staff and organizational development by various means, which will be helpful for personal development planning in the future.
- This helps build a corporate culture of competency development that drive the organization towards more achievements.

Staff Satisfaction

Engagement with Organization: The Company conducts staff engagement survey twice a year, which covers such matters as their roles and job descriptions, relationships with supervisors and colleagues, remuneration and welfare benefits, work environment, personnel development and career path. After collection of the survey results, the People Department will conclude and report the survey outcome to management and set out guidelines for improvement of personnel management, so as to retain staff, as the valuable resources, with the organization. In 2023, the survey results showed staff satisfaction and engagement with the organization at 78%.

Community RelationsCollaborative Contribution to Debt Collection Business Development and Upgrade via the "Debt Collector Training and Test Programs under the Debt Collection Act B.E. 2558 (2015)"

To ensure that debt collectors' performance does not violate applicable laws, and to minimize complaints from debtors in several criminal proceedings, as well as to provide debtors with debt management counseling, the Company, in association with the Debt Collection Business to Financial Institution Association, has held training programs for debt collectors, by inviting business operators to send their debt collectors to attend training and take the tests. The programs provided legal knowledge about debt collection, review and handling of debtors' complaints, and debtors' counseling for debt resolution. After the training, participants took the debt collectors' professional standard test to evaluate the training results, and they passed the test, representing 100% of all participants. In 2023, the Company held 3 training programs, with 500 participants each, at Mahanakorn University of Technology, Bangkok. These programs help ensure that debt collection business operators operate their businesses in compliance with the code of ethics, achieve the results with quality, and develop good image to the debt collection business sector.

Public Contribution and Charitable Activity for Improvement of Quality of Life in Society and Communities via the "CHASE Sharing...Smiles" Program

This program provides educational and well-being support and opportunity for students in remote mountains, and brings about happiness and smiles on their faces, as well as building their financial discipline by way of saving, holding skill development activities, and contributing donations for educational support and equipment, pajamas, sweaters and essential items for students in remote mountains susceptible to cold weather at Ban Um Huam, Tambon Ban Na, Amphoe Sam Ngao, Tak province. The Company provided educational supplies, pajamas, sweaters and essential items for children, including financial support, worth totaling Baht 30,000 to a total of 59 students at Ban Um Huam.

Campaign for Promotion of Thai Culture and Religion

The Company realizes the significance of preserving Buddhism and upholding our unique traditions and culture, and as such, has continued the bathing robe offering ceremony for Buddhist monks. In 2023, the Company held the offering ceremony for construction of a Buddha relic pagoda at Wat Pa Chai Suwan, Ban Um Huam, Tambon Ban Na, Amphoe Sam Ngao, Tak Province, with a total donation of Baht 241,449 from the Company's executives, staff and general people.

In addition, the Company also plans for promotion of development and engagement with communities and society, and in 2024, the Company will initiate a development program for knowledge, employment and people, as follows:

- "Promotion of Financial Literacy and Discipline for Communities" program provides knowledge on financial planning and debt management for communities surrounding the Company's operating premises, and potential communities of interest, with the objectives to develop basic and essential financial literacy for everyday activities and minimize debt problems for communities with sustainability.
- "Quick Win Career Development" is a debt recovery career training program for Non-Formal Education (NFE) students by providing knowledge about debt collection business, applicable business laws, experiences in debt collection, and career path, to make sure that students who have completed this training program will be eligible for employment. Students who have participated in and passed the professional debt collector program are qualified for the Company's internship.

4. Management Discussion and Analysis

2023 EXECUTIVE SUMMARY

- Total revenue in FY2023 was THB 681.5 million, increased 0.72% YoY from THB 676.7 million mostly attributed to the growth in the Asset Management Business partly offset by a reduction in the Debt Collection Business.
- Profit from Operation was THB 309.7 million, lowered 10.7% YoY mainly from the increase of administrative expenses including depreciation expenses from the new building and employee-related expenses.
- Net Profit was THB 133.0 million, down 7.7% YoY from THB 144.1 million. The reduction is primarily due to the Debt Collection Business and higher administrative expenses.
- Total Assets as of 31 December 2023 stood at THB 3,875 million, marking a substantial 32.2% increase YoY from investments in Non-Performing Loans during the year.

2023 SIGNIFICANT EVENTS

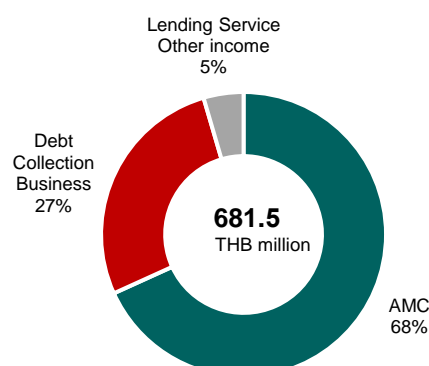
- The Company successfully registered and commenced trading on the Stock Exchange of Thailand (SET) under the financial industry group with the abbreviation “CHASE” on 21 February 2023.
- CHASE received a 5-star rating (referred to as “Excellent CG Scoring”) for its governance practices in the 2023 Corporate Governance Survey of Thai Listed Companies, notably after the first listed year. This evaluation was conducted by the Institute of Directors (IOD) Thailand, in collaboration with the Stock Exchange of Thailand. Additionally, the Company achieved a commendable 4-star rating in the Annual General Meeting Checklist for 2023, as assessed by the IOD.
- We reinforce our dedication to being a certified good governance company and demonstrate our commitment to combating corruption through the Thai Private Sector Collective Action.
- We accomplished an investment in Non-Performing Loans exceeding THB 1,000 million, marking the highest record in the Company's history.

2023 PERFORMANCE

Unit: THB Million	2022		2023		Changes	
	Amount	%	Amount	%	Amount	%
Total revenue	676.6	100.0	681.5	100.0	4.9	0.7
Asset Management Business	415.4	61.4	464.9	68.2	49.5	11.9
Debt Collection Business	226.4	33.5	185.7	27.2	(40.8)	(18.0)
Other income	34.8	5.1	30.9	4.5	(3.9)	(11.2)
Cost of service and professional fee	(227.0)	(33.6)	(241.8)	(35.5)	14.8	6.5
Gross profit	449.6	66.5	439.7	64.5	(9.9)	(2.2)
Administrative expenses	(102.9)	(15.2)	(130.0)	(19.1)	27.1	26.3
Profit from operation	346.7	51.2	309.7	45.4	(37.0)	(10.7)
Expected credit loss	(148.0)	(21.9)	(125.8)	(18.5)	(22.2)	(15.0)
Finance costs	(19.9)	(2.9)	(16.2)	(2.5)	(3.7)	(18.5)
Income tax expense	(34.7)	(5.1)	(34.6)	(5.1)	(0.0)	(0.1)
Net profit (loss)	144.1	21.3	133.0	19.5	(11.1)	(7.7)

Revenues

Total Revenue in FY2023 was THB 681.5 million, an increase of 0.7% or THB 4.9 million compared to the previous year's revenue of 676.6 million. The growth was primarily driven by the growth in the Asset Management Business partly mitigated by a decline in the Debt Collection Business which can be described by segment as follows.

2023 Revenue Structure**Asset Management Business**

Core revenue from the Asset Management Business is interest income from loans to NPLs. In FY2023, the Company recorded interest income of THB 464.9 million, a robust increase of 13.9% compared to the previous year's. This growth was primarily driven by additional investment in NPLs throughout the year and the consistent effectiveness of our debt collection efforts. Additionally, the successful implementation of the Auto Dialer system which enhanced our contact rate with debtors. Overall, Revenue from the Asset Management Business accounted for 68.2% of the total revenue.

As of December 31, 2023, the Right to Claim of NPLs reached THB 32,276 million, representing an increase of 35.2% YoY. Throughout 2023, the Company invested THB 1,080 million in NPLs and successfully collected a total of THB 481.9 million in cash, reflecting a 22.5% YoY growth.

	31 Dec 22 (THB million)	31 Dec 23 (THB million)	Change (%)
Rights to claim based on NPL value	23,866	32,276	35.2

	For the year ended 31 December		
	2022 (THB million)	2023 (THB million)	Change (%)
Cash flow received from debtors	393.1	481.9	22.5

Debt Collection Business

Revenue from the debt collection business is the service fee paid by employers for the debt collection services and professional fees related to litigation services. In FY2023, the Company reported services revenue of THB 185.7 million, a drop of THB 40.8 million or 18% YoY, primarily attributed to a reduction in the number of assignments received from financial institutions.

As of December 31, 2023, the amount of loan that the Company provided debt collection service is THB 12,983.2 million, representing a 15.6% decrease from last year. The reduction can be attributed to a decline in the number of assignments received from financial institutions, following a change in their assignment policy. During the year, the Company successfully collected THB 612.2 million. The average success rate stood at 4.3%, dropping slightly from 4.9% in the previous year. While the average success rate dropped, the Commission rate increased to 26.5% from 21.5% reflecting the higher complexity involved in debt collection efforts.

Particulars	31 Dec 22 (THB million)	31 Dec 23 (THB million)	Change (%)
Amount of loan that the Company provided debt collection service (as at period-end) (THB million)	15,390.1	12,983.2	(15.6)
Collected amount (for the period)	846.3	612.2	(27.7)
Average commission rate (%)	21.5	26.5	22.8
Success rate (%)	4.9	4.3	(11.6)

Other income

Other income contributed mainly from lending services. In FY2023, the Company reported interest income from loans to customers amounting to THB 25.7 million, a drop of 13.0% from the previous year. The reduction can be attributed to a temporary suspension of new loan origination during that period.

Cost of service and professional fee

In FY2023, the cost of services and professional fees amounted to THB 241.8 million, representing an increase of THB 14.8 million or 6.5% from the previous year. The rise was primarily due to (i) related expenses of the collection team and (ii) court fees.

Administrative expenses

In FY2023, the administrative expenses amounted to THB 130.0 million, representing an increase of THB 27.1 million or 26.3% from the previous year. Major contributions were from (i) depreciation expenses from the new building and amortization expenses from the implementation of the ERP system (ii) employee-related expenses and (iii) public relations and consultant fees related to the initial public offering (IPO).

Expected Credit Loss (ECL)

In FY2023, the expected credit loss amounted to THB 125.8 million, signifying a decline of THB 22.2 million or 15.0% from the previous year. This reduction is primarily attributable to improvements in cash collection, partly compensated by the lower ECL reversal from Loans to customers which was reflected from the expected credit loss models under the TFRS 9 framework.

Finance cost

In FY2023, the finance cost amounted to THB 16.2 million, slightly decreasing THB 2.4 million or 3.5% from the previous year due to the repayment of the short-term loans in 2023.

FINANCIAL POSITION

Unit: THB Million	31 Dec 22		31 Dec 23		Change	
	Amount	%	Amount	%	Amount	%
Total assets	2,931.4	100.0	3,875.5	100.0	944.1	32.2
Cash and cash equivalents	115.2	3.9	135.2	3.5	20.0	17.4
Loans to non-performing assets, net	1,780.8	60.8	2,699.6	69.7	918.9	51.6
Loans to customers, net	351.9	12.00	311.6	8.0	(40.2)	(11.4)
Property, plant and equipment, net	408.4	13.9	433.4	11.4	35.1	8.6
Other assets	275.1	9.4	285.6	7.4	10.4	3.8
Total liabilities	871.6	29.7	495.8	12.8	(375.9)	(43.1)
Payables from NPL	46.7	1.6	25.4	0.7	(21.4)	(45.7)
Short-term borrowings from financial institutions	462.0	15.8	-	-	(462.0)	(100.0)
Current portion of long-term borrowings from financial institutions	109.7	3.7	129.0	3.3	19.2	17.5
Long-term borrowings from financial institutions	172.30	5.9	267.9	6.9	95.6	55.5
Other liabilities	80.9	2.8	73.5	1.9	(7.4)	(9.2)
Total shareholder's equity	2,059.7	70.3	3,379.7	87.2	1,320.0	64.1

Total assets

Total assets as of 31 December 2023 stood at THB 3,875.5 million, an increase of THB 944.1 million or 32.2% from the previous year. The growth can be attributed to the following factors:

- The increment of cash and cash equivalents of THB 20 million.
- The increment of loans to non-performing assets, net of THB 918.9 million from the investment in new non-performing loans.
- The increment of plant, and equipment, net of THB 35.1 million from the construction of a new office.
- The decrement of loans to customers, net of THB (40.2) million

Total liabilities

Total liabilities as of 31 December 2023 stood at THB 495.8 million, a drop of THB 871.6 million or 43.1% from the previous year. The decrement can be attributed to the following factors:

- The decrement of payable from acquisition of NPL of THB 21.4 million from payment to the financial institution according to the agreed term.
- The decrement of short-term borrowings from financial institutions of THB 462.0 million from loan repayments
- The increment of long-term borrowings from financial institutions of THB 95.6 million from loan drawdown to support the investment in NPL.

Total shareholder's equity

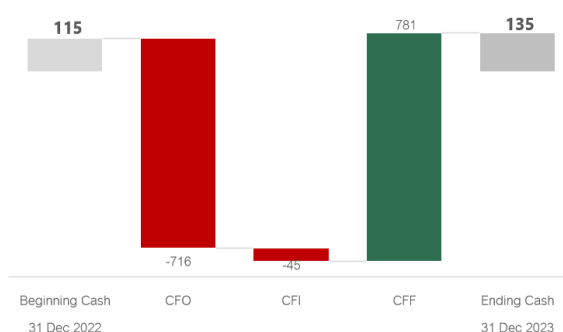
Total shareholder's equity as of 31 December 2023 stood at THB 3,379.5 million, which increased by THB 2,059.7 million or 64.1% compared to the previous year. The growth can be primarily attributed to the proceeds from the issuance of ordinary shares and the rise in operating profit.

Debt to Equity ratio

As of December 31, 2023, the Group's Debt-to-Equity ratio decreased to 0.15x from 0.42x at the end of the previous year.

CASH FLOW

(Unit: THB million)



As of 31 December 2023, cash and cash equivalents stood at THB 135.2 million, reflecting an increase of THB 20 million. from the beginning cash of THB 115 million.

The Net Cash flow used in operating activities was THB (716) million, derived from a Profit before tax of THB 167 million and investment in NPL during the year amounting to THB 1,080 million.

The Net Cash flow used in investing activities was THB (45) million from additional costs associated with constructing and equipping our new office recognized in 2023.

The Net Cash flow proceeds from financing activities was THB 781 million mainly contributed from the proceeds from the issuance of ordinary shares in February 2024 partly offset by the repayment of short-term borrowings from financial institutions amounting to THB (462.8) million.

OUTLOOK

The National Economic and Social Development Council (NESDC) reported Thailand's GDP in the fourth quarter of 2023 expanded by 1.7% (%YoY), resulting in an overall annual growth rate of 1.9%, which is slower than the previous year's rate and below the NESDC's initial estimate. With the support figure from the National Credit Bureau, household debt remains high, totaling THB 13.7 trillion in the fourth quarter of 2023. Within this amount, approximately THB 1.04 trillion constitutes NPLs, reflecting a 6.6% increase YoY. The majority of these NPLs are personal loans and auto loans, which have been a longstanding structural issue and continue to rise. Consequently, the Bank of Thailand has issued Responsible Lending guidelines, aiming to provide sustainable assistance to debtors and positively impact overall economic growth.

In 2024, the Company remains steadfast in the availability of NPLs within the market and established targets to acquire NPLs of no less than THB 1,000 million this year.

Lastly, on February 28, 2024, the Board of Directors Meeting passed a resolution for the issuance and offering of Warrants to existing shareholders without any consideration, at a ratio of 10 existing ordinary shares per 1 unit of the warrant with a 3-year maturity and an exercise price of THB 0.50 per ordinary share. However, this is subject to approval at the 2024 Annual General Meeting.

ESG DEVELOPMENT AT CHASE

The Company is unwavering in its commitment to driving sustainable growth, guided by our organization's vision of being a 'Comprehensive debt management, providing consultation and disciplined debt management to create opportunities for debt relief.' We are committed to excellent services and to being a part of addressing the NPL issue in the financial institution system, thereby contributing to a balanced Thai economy.

We maintain a strong focus on economic, social, and environmental responsibility. We aim to elevate business operations while adhering to principles of ethics and transparency. We strive to enhance the quality of life for debtors facing challenges, ensuring their sustainable reintegration into society.

Environmental Our new office building is thoughtfully designed for energy conservation, incorporating solar panels. Additionally, we actively promote efficient internal waste management practices through our participation in the 'Ting To Trash' waste separation project.

Social We actively contribute to various aspects of social development. We support debt management and continuous improvement for debt collection staff through training programs. Furthermore, we engage in community-oriented initiatives that enhance overall quality of life, including educational opportunities. Our 'CHASE Brings Smiles' project aims to provide educational opportunities for children. Additionally, we foster an inclusive organizational culture that values diversity and emphasizes safety, occupational health, and a positive work environment for our employees.

Governance Our unwavering commitment to integrity, ethics, and transparency has earned us a 5-star rating in the 2023 Assessment of Corporate Governance. Furthermore, we reinforce our dedication to being a certified good governance company and demonstrate our commitment to combating corruption through the Thai Private Sector Collective Action.

These reflect our dedication to excellence and responsible business practices.

5. General Information and Other Material Information

5.1 General Information

Company Name (Thai)	: บริษัท เซกัวร์ เอเชีย จำกัด (มหาชน)
Company Name (English)	: Chase Asia Public Company Limited
Head Office Address	: 8/9-10 Soi Vibhavadi Rangsit 44 (Soi Mongkolnivej), Vibhavadi Rangsit Road, Ladyao, Chatuchak, Bangkok 10900
Business Category	: Finance Business, Finance and Securities Sector, with 2 core businesses, namely (1) debt collection and recovery services; and (2) management of non-performing assets
Company Registration	: 0107565000522
Registered Capital	: Baht 992,720,900
Paid-up Registered Capital	: Baht 992,720,900 (as at December 31, 2023)
Par Value	: Baht 0.50 per share
Voting Right	: 1 vote per 1 share
Fiscal Period	: January 1 – December 31
Telephone	: 02-855-8222
Facsimile	: 02-855-8299
Website	: https://www.chase.co.th
Securities Registrar	: Thailand Securities Depository Co., Ltd. The Stock Exchange of Thailand Building, No. 93 Ratchadaphisek Road, Din Daeng, Din Daeng, Bangkok 10400 Telephone: 0 2009 9000 Facsimile: 0 2009 9991
Auditor	: PricewaterhouseCoopers ABAS Ltd. 179/74-80 Bangkok City Tower, South Sathorn Road, Thung Mahamek, Sathorn, Bangkok 10120 Telephone: 0 2844 1000

5.2 Other Material Information

- None -

5.3 Legal Disputes

As at December 31, 2023, the Company and its subsidiaries are not prosecuted as defendant(s) in any lawsuit or dispute, including any arbitration proceedings, (1) which may negatively affect assets of the Company or its subsidiaries over 5.0 percent of the shareholders' equity per the Company's consolidated financial statements for the fiscal year ended December 31, 2023; (2) which materially affected the business operations of the Company or its subsidiaries, but may not be calculated in numerical figures; and (3) which are not caused by the ordinary course of business of the Company or its subsidiaries.

5.4 Secondary Market

- None -

5.5 Financial Institutions with Regular Contact

- None -

Part 2

Corporate Governance

6. Corporate Governance Policy

6.1 Overview of Corporate Governance Policy and Practices

The Company realizes that good governance is essential to promote the Company's efficient operations and sustainable growth, which contribute to the best interests of all stakeholders, namely staff, investors, shareholders and other stakeholders. To this effect, the Board of Directors has established the Corporate Governance Policy that covers the key principles, from structure, roles, duties and responsibilities of the Board, to the principles of transparent, clear and auditable management by executives as guidelines for corporate management, so as to ensure that any actions taken by the Company are fair and take into account the best interests of shareholders and all stakeholders.

In order to render the Company trustworthy to its shareholders and all stakeholders, and for the purpose of sustainable business value creation in response to expectations of business sectors, investors, the capital market and society as a whole, the Board of Directors thus deems it appropriate to establish the Corporate Governance Policy based on the Corporate Governance Code 2017 prepared by the Office of the Securities and Exchange Commission as the Company's corporate governance guidelines to ensure that any actions taken by the Company are fair and take into account the best interests of shareholders and all stakeholders, and annually review its practices to be suitable for its business operations and in line with the national and international corporate governance practices. The essence of the Policy may be divided into 8 principles as follows:

- Principle 1: Establish role and responsibilities of the Board
- Principle 2: Define the Company's objectives and key goals for sustainability
- Principle 3: Strengthen the Board's effectiveness
- Principle 4: Recruit and develop senior executives and personnel management
- Principle 5: Promote innovation and responsible business operations
- Principle 6: Ensure effective risk management and internal control
- Principle 7: Maintain financial integrity and disclosure
- Principle 8: Promote engagement and communication with shareholders

The information and details relating to the Corporate Governance Policy are described in Attachment 5 "*Corporate Governance Policy, Code of Conduct, Board Charter and Committee Charters*" which is available on the Company's website at <https://www.chase.co.th/th/corporate-governance/document-download> under Corporate Governance.

6.1.1 Policies and Practices Regarding the Board of Directors

The Company has adopted policies and practices regarding the Board of Directors, nomination and remuneration of directors and executives, independence of the Board from the management team, director development, and director performance review, including oversight of its subsidiaries and associated companies. The information and relating to the policies and practices regarding the Board of Directors are described in Attachment 5 "*Corporate Governance Policy, Code of Conduct, Board Charter and Committee Charters*" which is available on the Company's website at <https://www.chase.co.th/th/corporate-governance/document-download> under Corporate Governance.

6.1.1.1 Nomination and Remuneration of Directors and Top Management (Chief Executive Officer)

The Company realizes the significance of the composition of the Board of Directors in terms of eligibility and diversity, and as such, to ensure the board diversity, the Board of Directors is composed of persons with knowledge, competencies, experiences, expertise and essential skills, as well as such diversity in terms of gender, race, religion, education and age. Such a diverse composition will promote engagement of people from different backgrounds to be capable and supportive of the Board's efficient performance and decision-making and take into account the best interests of all stakeholders, thereby pushing the Company's businesses towards long-term and sustainable growth.

As guidelines for consideration and nomination of directors, whose roles are to set out policies and strategies on the Company's business operations, to have suitable and diverse composition in line with the Company's operations, the Company has set out the board diversity policy, which has been approved by the Board of Directors' meeting, with details as follows:

Board Diversity

- (1) The Nomination and Remuneration Committee shall consider such suitable and diverse composition that covers the qualifications, knowledge and competencies, a variety of professional skills, specific areas of expertise, gender and age for nomination to be aligned with the Company's business operations by using

the Board Skills Matrix. Such diversity shall also extend to backgrounds of education, expertise and experiences, regardless of race, nationality, religion and any other factors.

- (2) The Company focuses on engagement of a variety of gender groups, and welcomes gender diversity representing at least 30 percent of all directors, provided that such difference may vary by skills and experiences of the Board which must be essentially in line with the Company's business strategies.
- (3) The Nomination and Remuneration Committee and the Board of Directors shall assess the diversity in terms of skill sets of the current Board of Directors which are essential to and suitable for the Company's nature of business operations, as described in the Board Skills Matrix. The Company shall disclose the results of such assessment of the current Board of Directors in the Board Skills Matrix.

Qualifications of Directors

- (1) The qualifications of directors shall not be contrary to the standard qualifications of directors, including independent directors and members of the Audit Committee, as prescribed in the public limited companies laws, the securities and exchange laws, notifications of the Office of the Securities and Exchange Commission, regulations of the Stock Exchange of Thailand, and any other applicable laws, including the Board Charter and the Company's articles of association.
- (2) Directors shall have qualifications in line with the strategies on the Company's business operations.
- (3) At least one non-executive director shall have experiences in relation to the Company's businesses.
- (4) Each director shall not hold directorship more than 5 listed companies.
- (5) Successive tenure of independent directors shall not exceed 9 years from the date of first appointment as independent directors.
- (6) The Chief Executive Officer who hold directorship in the Company may hold directorship in other companies, provided that this must not obstruct his/her performance of duties as the Company's director, and that such other companies must not engage in the same type of business or compete with the Company's businesses, subject to the Board of Directors' approval prior to acceptance of such directorship in other companies.

Criteria and Procedures for Nomination, Selection and Appointment of New Directors

- (1) The Nomination and Remuneration Committee shall consider the diversity in terms of sources of candidate nomination, e.g., nomination by the Company's directors or executives, nomination by the Company's shareholders, professional search firms and director pool, etc.
- (2) The Nomination and Remuneration Committee shall consider nominating and selecting eligible candidates and/or initially consider profiles of director candidates based on the Board Skills Matrix approved by the Board of Directors, and ensure that directors' qualifications are aligned with the strategies on the Company's business operations prior to proposing such nominations to the Board of Directors for consideration and appointment or to a meeting of shareholders for further consideration and appointment (as the case may be).

In addition, in order to promote the good governance principles and transparency in respect of the nomination and determination of remuneration of directors, committee members and the Chief Executive Officer, the Board of Directors has authorized the Nomination and Remuneration Committee to set out criteria and guidelines for nomination and determination of remuneration of directors, committee members and the Chief Executive Officer, including recruitment, selection and nomination of eligible candidates for appointment as directors, committee members and the Chief Executive Officer, and determination of their remuneration, and also formulate development, training and succession plans of senior executives, as well as performing other delegated tasks, and proposing such nominations to the Board of Directors and/or a meeting of shareholders (as the case may be), the details of which may be summarized as follows:

- (1) To consider the Board structure and composition in terms of the number of directors to suit business sizes, categories and complexity, in line with business strategies and changing circumstances, and review qualifications of directors, committee members and the Chief Executive Officer in terms of skills, experiences, and expertise in relation to the Company's businesses.
- (2) To determine such criteria and procedures for nomination of eligible candidates as directors, committee members, and the Chief Executive Officer in accordance with the organization's nature and business operations, by prescribing their qualifications and expertise in the respective areas required, using such effective tools as Board Skills Matrix to support the nomination. Candidates shall be selected in

accordance with the agreed procedures, including their expertise, and proposed to the Board of Directors for consideration and appointment and/or to a meeting of shareholders for further consideration and appointment (as the case may be), provided that shareholders shall be provided with sufficient information regarding nominated candidates in support of their decision-making.

- (3) To nominate directors and committee members when such nominations are required to the Board of Directors for consideration. The nomination process may consider the existing members to resume their office, taking into account their performance in such capacity, or invite nominations from shareholders, or use an external firm to recruit or consider candidates from the chartered director pool, or have each director nominate eligible candidates, etc.
- (4) To consider the list of nominated candidates and select those fully qualified to be proposed to the Board of Directors for consideration and appointment and/or to a meeting of shareholders for further consideration and appointment (as the case may be), provided that shareholders shall be provided with sufficient information regarding nominated candidates in support of their decision-making.
- (5) To approach such qualified candidates to ensure that they are willing to hold directorship if appointed by a meeting of the Board of Directors or shareholders (as the case may be).
- (6) To consider the independence and qualifications of each independent director to ensure that a candidate for independent directorship or such particular independent director is or remains fully qualified in compliance with the applicable rules and/or laws.
- (7) To consider the criteria for nomination of the Chief Executive Officer, recruit, screen and recommend the most suitable and qualified candidate to be appointed as Chief Executive Officer to the Board of Directors for consideration and approval
- (8) To consider the criteria for remuneration of the Board, committees and the Chief Executive Officer, both monetary and non-monetary, to be appropriate and aligned with the Company's strategies and long-term goals, considering their burdens, scope, roles, duties and responsibilities, including expected benefits
- (9) To review the current criteria for remuneration of the Board, committees and the Chief Executive Officer in comparison with information on remuneration of other companies in the same industry as the Company, and its operating results, and prescribe effective criteria to achieve the desired outcome, to be fair and supportive of the Company's successful operations.
- (10) To fix remuneration of the Board, committees and the Chief Executive Officer in compliance with the payment criteria as agreed and proposed to the Board of Directors for approval and/or to a meeting of shareholders for further consideration and approval (as the case may be).
- (11) To consider succession planning policy for the Chief Executive Officer, senior executives and personnel in key positions of the Company.

6.1.1.2 Development of Directors, and New Director Orientation

Ongoing Knowledge Development for Directors

- (1) The Company promotes and encourages both existing and new directors to regularly develop their knowledge on directors' performance of duties by attending training courses as recommended by the Office of the Securities and Exchange Commission, and organized by the Thai Institute of Directors (IOD).
- (2) The Company also promotes and encourages its directors, including concerned personnel, to regularly attend training, discussions and seminars on matters related to and in connection with strategies on the Company's business operations, including current circumstances, as organized by the Securities and Exchange Commission, the Stock Exchange of Thailand, the Thai Listed Companies Association, and other relevant authorities.

The Company promoted and encouraged more than 75 percent of all directors to attend training courses organized for directors, such as Director Certification Program (DCP) or Director Accreditation Program (DAP), including seminars, to improve their knowledge in the operations in 2023, with the details as follows:

Name	Training Course/Seminar	Organization	Date
Mr. Pracha Chaisuwan	Conference on Personal Loans under Supervision (P-Loan) and Nano Finance under Supervision	Bank of Thailand	15/03/2023

Name	Training Course/Seminar	Organization	Date
	Seminar in the Strong Securities Issuer Project on “Roles and Duties of Directors and Executives of Listed Companies	SEC Office	22/06/2023
	Director Forum I Engaging Board in ESG: The Path to Effective Sustainability	SET and IOD	13/07/2023
	Internal training and seminars on management course	Internal Training	08/08/2023 - 17/01/2024
Ms. Waraluck Chaisuwan	Conference on Personal Loans under Supervision (P-Loan) and Nano Finance under Supervision	Bank of Thailand	15/03/2023
	Seminar in the Strong Securities Issuer Project on “Roles and Duties of Directors and Executives of Listed Companies	SEC Office	22/06/2023
	Director Forum I Engaging Board in ESG: The Path to Effective Sustainability	SET and IOD	13/07/2023
	Strategic CFO in Capital Markets	SET	18/08/2023 - 09/09/2023
	Hot Issue for Directors : Climate Governance	IOD	8/29/2023
	Internal training and seminars on management course	Internal Training	08/08/2023 - 17/01/2024
Ms. Suthida Chaisuwan	Seminar in the Strong Securities Issuer Project on “Roles and Duties of Directors and Executives of Listed Companies	SEC Office	22/06/2023
	Internal training and seminars on management course	Internal Training	08/08/2023 - 17/01/2024
Ms. Hathairat Kaewsaenmuang	Seminar in the Strong Securities Issuer Project on “Roles and Duties of Directors and Executives of Listed Companies	SEC Office	22/06/2023
	Director Forum I Engaging Board in ESG: The Path to Effective Sustainability	SET and IOD	13/07/2023
	Hot Issue for Directors : Climate Governance	IOD	29/08/2023
	Internal training and seminars on management course	Internal Training	08/08/2023 - 17/01/2024
Mr. Pradit Leosirikul	Audit Committee Forum 2023 Detection of Accounting Irregularities in Fast Growing Business: The Role of Audit Committee	IOD, SEC Office and SET	02/08/2023
Mr. Grish Attagrish	Audit Committee Forum 2023 Detection of Accounting Irregularities in Fast Growing Business: The Role of Audit Committee	IOD, SEC Office and SET	02/08/2023
Mrs. Wansuda Thanasaranart	Hot Issue for Directors : Climate Governance	IOD	29/08/2023
Mr. Wittawat Wetchabutsakorn	TLCA CFO Professional Development Program (TLCA CFO CPD) No. 2/2023 Risk Management for CFOs	TLCA	25/07/2023
	TLCA CFO Professional Development Program (TLCA CFO CPD) No. 3/2023 Fintech	TLCA	27/07/2023
	TLCA CFO Professional Development Program (TLCA CFO CPD) No. 7/2023 Economic Update for CFO (No. 2)	TLCA	01/11/2023

The Company also promoted and encouraged the concerned personnel to attend the training, namely, Refreshment Training Program: Joint Venture Governance and Financial Reporting Standards and Taxation Law Upskill.

New Director Orientation

- (1) The Company emphasizes the importance of every new director orientation so that new directors are well aware of their scope, roles, duties and responsibilities as the Company's director, and provides them with knowledge and understanding of the business goals, nature of business, strategies on business operations and various activities of the Company to be ready to perform the directors' duties.
- (2) At each new director orientation, the Company provides key information and documents to new directors for acknowledgment, as follows:
 - (a) The Company's profile, nature of business operations, business goals, Group structure, organizational structure, major shareholders structure, the Board of Directors, committees and their remuneration;
 - (b) The Company's registration documents, financial position and operating results;
 - (c) Duties and responsibilities of the Board of Directors under applicable laws, Board Charter and Committee Charter (as applicable);
 - (d) Level of Authority, the Code of Conduct and various policies of the Company.

6.1.1.3 Performance Review

Based on its charter, the Nomination and Remuneration Committee shall have a duty to suggest a procedure for performance review of the Board, committees and the Chief Executive Officer, which shall be reviewed yearly, and monitor and conclude the performance review to the Board of Directors so as to improve the performance efficiency and enhance knowledge and competence of the Board, committees and the Chief Executive Officer.

The Nomination and Remuneration Committee has set out criteria and procedures for performance review by way of self-evaluation, to be conducted at least once a year, both as a group and on an individual basis, in December, and reported to the Board for information, so as to jointly consider the outcome and problems in the operations over the past year in order to resolve problems and improve the performance efficiency. The performance review checklists of the Board, committees and Chief Executive Officer are based on such forms prepared by the Stock Exchange of Thailand and the Thai Institute of Directors.

The Company shall disclose the overall criteria, procedures and results of performance review in the Annual Registration Statement/Annual Report (Form 56-1 One Report). The Board of Directors' performance review shall be taken into account to consider the appropriateness of the Board composition.

6.1.1.4 Oversight of Subsidiaries and Associated Companies

The Board of Directors shall monitor and oversee business management of subsidiaries and associated companies to ensure compliance with the policy on oversight and management of subsidiaries and associated companies. This is to put in place both direct and indirect measures and mechanisms to enable the Company to oversee and manage businesses of subsidiaries and associated companies, including monitor them to comply with the Company's policies and applicable rules and laws, so as to safeguard the Company's investment and interests in those subsidiaries and associated companies, which will lift the Company's shareholders' confidence, with the details as follows:

- (1) The Company shall appoint its representatives as directors, executives or other key positions in subsidiaries and associated companies. The number of representative directors in subsidiaries and associated companies reflects the Company's shareholding in those subsidiaries or associated companies and/or the arrangements between the Company and those subsidiaries or associated companies, to efficiently and effectively manage such subsidiaries and associated companies in line with the Company's policies, and in compliance with the laws, and the Company's policies and business plan.
- (2) The Company shall regularly oversee and monitor the operations of subsidiaries and associated companies in which it has invested, and ensure that they prepare, keep and record their books of accounts, and disclose their financial positions and operating results, transactions between subsidiaries and related persons, acquisition or disposal of assets, or any other material transactions with accurate and complete information, based on the same rules on disclosure and execution of transactions as those applicable to the Company, and subject to the rules and procedures under the securities and exchange laws, requirements, notifications, orders or regulations of the Office of the Securities and Exchange Commission, the Capital Market Supervisory Board, and the Stock Exchange of Thailand, including disclosure of such information to the Company.
- (3) For the purpose of execution of any transactions or arrangements by subsidiaries, which are material to or affect the Company's financial position and operating results, or which fall into or constitute an acquisition or disposal of assets under the Notifications on Acquisition or Disposal of Assets or a connected transaction under the Notifications on Connected Transactions, in respect of which the

Company requires prior approval from the Board of Directors' meeting and/or the shareholders' meeting and/or the relevant authorities under the laws, the subsidiaries may execute such transactions or arrangements only after such approval from the Board of Directors' meeting and/or the shareholders' meeting and/or the relevant authorities (as the case may be) shall have been duly obtained.

Moreover, in the execution of transactions or upon occurrence of certain events in respect of subsidiaries, which requires the Company to disclose information to the Stock Exchange of Thailand under the criteria set forth in applicable notifications, the representative directors or executives in such subsidiaries shall report to the Company's management team as soon as they become aware that the subsidiaries plan to execute such transactions or upon occurrence of such events.

- (4) The Company shall set out necessary measures and procedures to make sure that its subsidiaries shall duly and fully disclose material information, their operating results and financial positions, and the Company shall take necessary steps to monitor such disclosure to be made accurately and completely.
- (5) The Company shall put in place an internal control system in its subsidiaries and associated companies to be appropriately, sufficiently and prudently implemented, and ensure that their transactions are duly executed in accordance with the applicable rules and laws.
- (6) Directors and executives representing the Company in its subsidiaries shall ensure that those who have an interest in any matters or a conflict of interest with the subsidiaries, whether directly or indirectly, shall not participate in the approval of such matters.
- (7) The Company shall regularly review the reports on operating results of subsidiaries and associated companies for the purpose of planning and setting its operational goals accordingly.

The Company has monitored the compliance with policies through its representative directors in subsidiaries for the purpose of oversight of subsidiaries' management in compliance with the Company's policies.

6.1.2 Policies and Practices Regarding Shareholders and Stakeholders

The Company has implemented policies and practices regarding shareholders and stakeholders, shareholders' care, equitable treatment of shareholders, disclosure of information by the Investor Relations, responsibility to stakeholders, prevention of insider trading, prevention of conflicts of interest, anti-corruption.

The information and details relating to the policies and practices regarding the Board of Directors are described in Attachment 5 "*Corporate Governance Policy, Code of Conduct, Board Charter and Committee Charters*" which is available on the Company's website at <https://www.chase.co.th/th/corporate-governance/document-download> under Corporate Governance.

6.1.2.1 Rights and Equitable Treatment of Shareholders

The Board of Directors shall proceed to ensure that shareholders participate in making major decisions of the Company, and that the shareholders' meeting is duly, transparently and efficiently conducted to enable shareholders to exercise their rights, by way of the following practices:

- (1) The Board shall cause material matters, both issues as required by law and issues which may potentially affect the direction of the Company's operations, to be considered and/or approved by shareholders, whereby such material matters shall be incorporated on the agenda of the shareholders' meeting.
- (2) The Board shall encourage shareholders' participation by the following means:
 - (2.1) Minor shareholders shall be allowed to propose any matters on the meeting agenda before the date of the shareholders' meeting, in which case, the Board of Directors shall consider including such matters proposed by the shareholders on the meeting agenda. Should the Board of Directors not include any matters proposed by the shareholders on the meeting agenda, the Board of Directors shall provide reasons for such decision to the shareholders' meeting.
 - (2.2) Minor shareholders shall be allowed to nominate candidates to be appointed as directors.

The Board of Directors shall disclose such criteria for the above arrangements to shareholders in advance.
- (3) The Board of Directors shall ensure that a notice of a meeting of shareholders contains accurate, completed and sufficient information for shareholders to exercise their rights.

- (4) The Board of Directors shall cause a notice of a meeting of shareholders, together with supporting documents, to be sent out and published on the Company's website at least 28 days before the date of the meeting.
- (5) The Board of Directors shall allow shareholders to send questions in advance before the date of the meeting, by prescribing and publish such criteria for advance questions on the Company's website.
- (6) The Board of Directors shall ensure that there shall be no actions which restrict the opportunity to attend a meeting or cause any unreasonable burden on shareholders, for instance, shareholders or proxies should not be required to produce any identity documents or evidence beyond those required by the practices of the relevant regulatory agencies.
- (7) The Board Chairman shall preside over a meeting of shareholders, conduct the meeting in compliance with the applicable laws, rules and regulations, and the Company's articles of association, allocate time for each matter on the agenda per the notice of the meeting as appropriate, and allow shareholders to share their opinions and ask questions to the meeting in relation to the Company.

6.1.2.2 Disclosure of Information

The Company has laid down a policy on communication and disclosure of information to rest shareholders, investors, the public or stakeholders assured that the Company's disclosure of information is accurate, clear and legally compliant and equally available via the news portal of the SEC Office, the SET, the Company's website, and other documents of the Company, such as, the Annual Registration Statement/Annual Report (Form 56-1 One-Report), in accordance with the laws, rules, standards and practices of the relevant authorities, with the practices as follows:

- (1) Material non-public information shall be disclosed carefully, accurately, completely, timely and compliant with the laws, rules, standards and practices of the relevant authorities, and it shall be certain that shareholders or investors shall have been provided with sufficient and equal information and easy access to such information, taking into account the timing of disclosure.

Should such information be restricted from disclosure for the time being as it may not yet be finalized or it is highly uncertain, the Company shall keep such information restricted to only authorized personnel to prevent any abuse or unauthorized disclosure, subject to the laws, rules, standards and practices of the relevant authorities, and shall disclose such information at the earliest possible opportunity.
- (2) Material public information shall be disclosed clearly and completely to avoid any confusion, and any further disclosure thereof must be clear, consistent and not misleading about any previous disclosure.
- (3) Other non-material information shall be disclosed on a realistic basis and shall not be intentionally misleading others about financial position, operating results, securities price, or disclosed in any manner which may mislead others about tentative increase or decrease in securities price.
- (4) Forward-looking information about any condition, direction of business, including future operating results of the Company, shall be disclosed carefully, and supported by an explanation on such conditions or assumptions used, and the sources and accuracy of information must be verified before using the same for analysis or forecast.
- (5) There shall be a procedure to handle rumors, information leak and inadvertent disclosure, by way of clarification on or denial of any rumors or fake news regarding the Company which may be misleading or affect investment in the Company.
- (6) Improper disclosure should be avoided, such as, press release without genuine development, unrealistic report or forecast, or public disclosure containing misleading content, and disclosure of trade secrets or information which may cause the Company to lose any interest or its competitiveness is strictly prohibited.
- (7) Disclosure of information must be accurate with sufficient details according to standards and within the time period as required by law and guidelines set out by the SEC Office and the SET and/or the relevant regulatory agencies. Material information which may affect the Company's securities price or any decision to invest or rights and benefits of shareholders shall be disclosed only when such information has been officially disseminated to the SET.
- (8) The Board of Directors, the Chief Executive Officer and/or any person delegated by the Board of Directors or the Chief Executive Officer shall be authorized to answer questions or provide material non-public information.
- (9) The Chief Executive Officer shall oversee the Company's disclosure of information in compliance with the laws, rules, standards and practices of the relevant authorities, check the accuracy and sufficiency of

disclosed information, and educate directors and staff about the Company's policy on communication and disclosure of information.

- (10) The Company shall communicate and explain to all staff to be cautious and well aware of impact of the Company's disclosure of material information, whereby staff involved in any disclosure shall disclose any information only after and to the extent the same has been made available to the public.

6.1.2.3 Responsibility to Stakeholders

The Board of Directors shall provide a mechanism to ensure that the Company operates businesses in accordance with the code of ethics, social and environmental responsibility, without infringing rights of stakeholders, as guidelines for all units in the organization to achieve the objectives and key goals with sustainability, and shall establish a policy on the code of conduct to cover the following matters:

- (1) Responsibility to Staff and Employees The Company shall comply with applicable laws and standards and fairly treat its staff and employees with respect for human rights, by way of, among others, fair remuneration and other benefits, provision of welfare at the minimum legal requirements or more as appropriate, maintenance of occupational health and safety in work performance, knowledge training, skill development and promotion of career path, as well as opportunity for other skill development.
- (2) Responsibility to Clients The Company shall comply with applicable laws and standards and take into account health, safety, fairness, client confidentiality, after-sale services throughout the life cycle of products and services, evaluation of client satisfaction for development and improvement of products and services, including responsible advertisements, public relations, without misleading or taking advantage of clients' misunderstanding.
- (3) Responsibility to Trading Partners The procurement process and the conditions of contracts or agreements shall be fair, and the Company shall provide trading partners with knowledge, assist them to develop their potential and upgrade their production and service capacity to meet standards. They shall also be communicated and encouraged to respect human rights, treat their labor fairly, and be socially and environmentally responsible, and shall be monitored and evaluated for the purpose of mutual and sustainable business development.
- (4) Responsibility to Communities Business knowledge and experience shall be applied for development of projects clearly beneficial to communities, subject to monitoring and evaluation of progress and achievements in the long run.
- (5) Environmental Responsibility The Company shall prevent, reduce, manage and seek to ensure that the Company shall not create or cause any negative impact on the environment, which extends to the use of raw materials, energy, water, revolving resources, discharge and management of waste from business operations, greenhouse gas emission, etc.
- (6) Fair Competition The Company shall operate businesses transparently without employing any unfair competitive advantage.

6.1.2.4 Prevention of Insider Trading

The Company has established an insider trading policy to protect rights of shareholders and investors, and build their confidence, and to comply with the Securities and Exchange Act B.E. 2535 (1992) (as amended) and such rules and regulations concerning insider trading, in order to ensure that directors, executives and staff (including their respective spouses and minor children) shall have duties to comply with the following requirements:

- (1) The Company shall educate directors, executives, including those holding management positions in accounting or finance from department manager level upward or equivalent, about their duties to prepare and submit reports on their holding of the Company's securities and changes thereof, and that of their respective spouses or cohabiting couples and minor children, including legal entities under the applicable criteria, and reports on acquisition or disposal of securities in the Company, to the SEC Office pursuant to Section 59 and Section 246, and the penalties under Section 275 and Section 298 of the SEC Act.
- (2) Directors and executives, including those holding management positions in accounting or finance from department manager level upward or equivalent, shall be required to prepare and submit reports on their holding of the Company's securities and changes thereof, and that of their respective spouses or cohabiting couples and minor children, including legal entities under the applicable criteria, and reports on acquisition or disposal of securities in the Company. Such reports on changes in securities holding or acquisition or disposal of securities shall be prepared and submitted to the SEC Office within 3 business days from the date of purchase, sale, transfer or acceptance of transfer of such securities, or from the date of acquisition or disposal of such securities. Should any directors and executives not be listed on the

database of directors and executives, they shall prepare and submit reports on changes in securities holding to the SEC Office within 7 business days from the date of purchase, sale, transfer or acceptance of transfer of securities, and the Company has notified the list of directors and executives in accordance with the procedures set out by the SEC Office.

- (3) Directors shall be required to disclose their trading of the Company's securities every time, whereby the Company shall prepare a report on summary of securities holding, to be proposed to the Board of Directors' meeting for consideration and acknowledgment at least once a year.
- (4) Directors, executives, including those holding management positions in accounting or finance from department manager level upward or equivalent, shall be required to report on their trading of the Company's securities at least 1 day in advance before proceeding with such trading, via the Company Secretary to the Board of Directors.
- (5) Directors, executives and staff shall be prohibited from using or disclosing non-public information which is material to changes in price or value of securities ("**Inside Information**") to third parties, whether directly or indirectly, and by any means, knowingly or ought to know that such third parties may use such information for securities trading, whether for themselves or for others, except where such action does not have the characteristics of taking advantage of other persons as specified by the SEC.
- (6) Directors, executives, including those holding management positions in accounting or finance from department manager level upward or equivalent and those involved who know or possess Inside Information shall be prohibited from trading the Company's securities during a period of 30 days before disclosure of financial statements or other information likely to affect securities price or any decision to invest in the Company's securities until the Company shall have disclosed such information to the public, and should refrain from securities trading until a lapse of 24 hours from disclosure of such information to the public. The Company shall inform in writing its directors and executives, including those holding management positions in accounting or finance from department manager level upward or equivalent, to refrain from trading the Company's securities, at least 30 days in advance before disclosure of information to the public.
- (7) Directors, executive and staff of the Company shall be prohibited from informing, disseminating or certifying any statement that is false or materially misleading about financial position, operating results, price of the Company's securities or any other information relating to the Company in such manner which is likely to affect securities price or any decision to invest in securities.
- (8) Directors, executives and staff of the Company or former directors, executives and staff of the Company shall be prohibited from disclosing Inside Information and/or the Company's confidential information, as well as confidential information of the Company's trading partners known to them in the course of performing their duties, to any third parties, regardless of whether such disclosure shall have caused any damage to the Company and its training partners.
- (9) Directors, executives and staff of the Company or former directors, executives and staff of the Company shall be required to keep Inside Information and/or the Company's confidential information, and to use the Company's Inside Information only for the purpose of the Company's business operations. Directors, executives and staff of the Company shall be prohibited from using the Company's Inside Information and/or confidential information for personal gain or gain of others, whether directly or indirectly, and whether with or without compensation therefor.
- (10) Directors, executives and staff of the Company who possess Inside Information should be cautious about storage, duplication and shredding of documents, storage and deletion of electronic data which is confidential when not in use, from any improper disclosure or misuse.
- (11) Directors, executives and staff of the Company who possess Inside Information and/or confidential information should be mindful of their conversation or discussion about such information with any persons inside or outside their units in order to prevent those who are not involved from access to Inside Information and/or confidential information.
- (12) To ensure that the Company has an effective internal control system to prevent any leak of Inside Information and/or confidential information, the Company has classified persons/units which possess Inside Information and/or confidential information for the purpose of restricting the number of persons/units with access to or involved with Inside Information and/or confidential information in the course of performing duties.

Any violation of the above requirements may be regarded as misconduct under the applicable laws, and the Company has set out disciplinary actions to be imposed on exploitation of Inside Information and/or confidential information for personal gain or gain of others as appropriate to the circumstances, from verbal warning, written

warning, probation, wage cut, work suspension without pay or dismissal from employment, depending on intention and gravity of such misconduct, as set out in the Company's work rules and regulations.

6.1.2.5 Prevention of Conflicts of Interest

In order to provide directors, executives and staff with guidelines for their performance of duties with integrity without any personal gain in conflict with the Company's interest, and in compliance with the securities and exchange laws, the Company has adopted a policy on prevention of conflicts of interest which may be summarized as follows:

- (1) To promptly disclose and report information on their interest and that of their related persons to the Board of Directors to be aware of their relationship and transactions with the Company and/or subsidiaries in such manner likely to give rise to conflicts of interest before executing the transaction. In this regard, directors and executives involved in the business management of the Company or its subsidiaries shall be required to prepare and submit reports on their interest to the Company Secretary who shall survey on a yearly basis at the end of each year such interest of directors, executives and/or related persons, and submit such information to the Audit Committee and the Board of Directors for information at least once a year.
- (2) To avoid any connected transactions with themselves and/or related persons which may give rise to conflicts of interest with the Company and its subsidiaries, and refrain from taking any actions in such manner in conflict with the interest of the Company or its subsidiaries or for personal gain and/or gain of related persons. If it is necessary to execute such transactions, the criteria and authority to approve related party transactions and connected transactions shall be strictly complied with.
- (3) To oversee the Company and the management team to accurately, fully and timely disclose information which may give rise to conflicts of interest with stakeholders, persons with conflicts of interest, and related persons. In this regard, the Board of Directors shall cause the Company and its subsidiaries to disclose information as required by the applicable rules on execution of connected transactions in the Annual Registration Statement/Annual Report (Form 56-1 One Report) or disclose information memorandum under the applicable rules and regulations.
- (4) The following actions which will cause directors, executives, staff or related persons of the Company to derive other financial benefits than those that should have been received in the ordinary course, or which will cause the Company or its subsidiaries to sustain damage, shall be presumed as material conflicts of interest with the Company and its subsidiaries, as follows:
 - (4.1) Execution of transactions between the Company or its subsidiaries and connected persons not in compliance with the applicable rules and policies on connected transactions;
 - (4.2) Use of information of the Company or its subsidiaries known to them, unless such information has been disclosed to the public;
 - (4.3) Use of assets or business opportunity of the Company or its subsidiaries in violation of the securities and exchange laws.
- (5) In case of transactions with the same commercial terms as those an ordinary person would agree with any contractual party under similar circumstances with transparency and fairness as if they were transactions executed with third parties and in the Company's best interests, on the basis of commercial negotiation without any influence from their status as directors, executives, staff or related persons of the Company, such transactions shall be summarized for submission to the Audit Committee and the Board of Directors for information and comment for each quarter in which such transactions are executed.
- (6) In case of other transactions which are regarded as connected transactions or related party transactions without the same commercial terms as approved in principle by the Board of Directors, or the characteristics and sizes of which are outside the authority of the management term or the Executive Committee, the Audit Committee shall first consider and comment on the necessity and justification of such transactions before proposing and seeking approval from a meeting of the Board of Directors and/or shareholders (as the case may be), subject to compliance with the applicable rules and policies on connected transactions.
- (7) To oversee and ensure that the Company and its subsidiaries shall comply with the articles of association and the code of conduct, the securities and exchange laws, and other applicable laws, and duly implement internal control, risk management and anti-corruption systems.
- (8) To avoid any business operations, engagement, investment, shareholding or being directors, executives or consultants, whether directly or indirectly, in any companies engaging in the same businesses as the Company or its subsidiaries, or competing with the Company or its subsidiaries. Such shareholding or

status of directors, executives or consultants in other companies may be allowed insofar as it can be proven that such shareholding or positions shall not be in conflict with the interest of the Company or its subsidiaries and their performance of duties in the Company or its subsidiaries, subject to compliance with the criteria as required in the applicable laws.

- (9) Stakeholders shall not provide any comment, consider and approve any matters in which they have an interest or a conflict of interest, whether directly or indirectly.

6.1.2.6 Anti-Corruption

The Company has declared the the intention to participate in the Thai Private Sector Collective Action against Corruption (CAC) Program, including anti-corruption network collaboration with various organizations or units as a driving force in the anti-corruption movement On December 15, 2023.

The Company focuses on and is committed to anti-corruption to protect rights of investors and shareholders, and strengthen their confidence that the Company operates its businesses with transparency and awareness of anti-corruption of any form by way of communication with all stakeholders and through the practices that promote directors, executives, staff and employees of the Company, its subsidiaries or any persons acting for or on behalf of the Company and its subsidiaries to perform their duties honestly, in good faith and transparently, with awareness of anti-corruption of any form. In this regard, the Company has established an anti-corruption policy as guidelines for the Company and its subsidiaries in compliance with the applicable laws, rules and regulations, the details of which may be summarized as follows:

Anti-Corruption Practices

- (1) Related persons shall comply with the following practices:
- (1.1) To strictly observe the practices in this anti-corruption policy, the code of conduct, and rules, regulations and the articles of association of the Company and its subsidiaries without involving in any form of corruption, whether directly or indirectly.
 - (1.2) To refrain from taking any actions with the intention of corruption or bribery of any related persons in such matters under their direct or indirect duties and responsibilities to obtain any interest to the entities, themselves or related persons.
 - (1.3) To refrain from ignoring or neglecting any actions regarded as fraud and corruption in connection with the Company or its subsidiaries, as it is their duties to report such occurrence to supervisors or persons in charge, and provide cooperation in the fact-finding investigations.
 - (1.4) To have the duties and responsibilities to take care of and use the Company's assets to the maximum benefits of the Company, and refrain from using them for personal gain or gain of other related persons.
- (2) The Company shall ensure fairness and protect those who deny corruption or report any information regarding corruption to the Company.
- (3) Any person convicted of corruption shall be regarded as a breach of the code of conduct and shall be subject to punishment under the Company's regulations and may also be liable for legal penalty.
- (4) The Company shall regularly implement an effective and efficient audit process and internal control system in respect of accounting, finance, records and others, including risk management system for corruption prevention.

Procurement Practices

- (1) The Purchasing Department shall comply with the designated rules or procedures, and the procurement process shall be executed by authorized persons in fairness to all parties concerned. The decision-making shall take into account price justifications, quality and services to be obtained, including various standards expected of suppliers or service providers, e.g., environmental standards, industrial standards, etc.
- (2) The Purchasing Department shall act transparently without any actions which may derive any personal benefits by abusing such procurement capacity and duties, whether directly or indirectly, and refrain from using any information known to them in the procurement process for personal gain or gain of others.
- (3) Related persons shall not offer bribes for the purpose of bidding or collusion in bidding which may result in favorable treatment and in exchange for return in the procurement process, or contractual performance,

both before and during bidding, and after execution of contracts, or to protect any other undue benefits contrary to the code of conduct, including any form of corruption which may likewise result in favorable treatment or in exchange for return.

Practices on Entertainment Expenses and Gifts, Property or Other Benefits

- (1) Related persons shall be prohibited from offering or demanding entertainment expenses and gifts, items or any other benefits from business connections, clients, creditors, trading partners, collaborators, business partners and other stakeholders, except where such offering or demand is accepted by customary practices, traditions, culture or social etiquette, provided that it must be reasonable, appropriate and transparent, subject to policies, regulations and customary practices on each occasion, provided that evidence of expenses, actual expense records, and valid receipts or evidence must be kept and available for audit at a later date.

Gifts must be given in the name of the Company, as opposed to in personal capacity. In this regard, gifts may bear the Company's logo or may be given on appropriate occasions, e.g., New Year's gifts or other festivals, etc., and must not be in the form of cash or cash equivalent.

- (2) No money, property, items or any other benefits shall be demanded from or offered to any business connections which may influence any particular decision to be made unfairly or with the intention to unduly persuade any action or inaction or in exchange for any undue privilege.

Entertainment Practices

- (1) No entertainment shall be allowed as incentives to persuade any trading partners, customers, creditors, state officials and other stakeholders to unduly perform their duties or any decision for business interest of the Company and its subsidiaries.
- (2) Entertainment expenses by business etiquette should be duly and actually disbursed, with valid receipts or evidence, subject to report and/or approval as specified in the level of authority.
- (3) Entertainment by business etiquette should be accepted with cautions or avoided if beyond reasonable extent or too frequently until it becomes a commitment on the part of the party that organizes such entertainment, whether directly or indirectly.

Charitable Donation and Financial Support Practices

- (1) The Company and its subsidiaries have no policy to act as intermediary for public relations with customers, trading partners or any other persons for the purpose of donation and support to any agencies or organizations that request donations or support, and also have no policy to act as agent for gathering any items or any other benefits to be forwarded to any agencies or organizations that request donations or support, except where such donations or support are projects internally organized for directors, executives, staff and employees of the Company and its subsidiaries to participate in public contribution and charitable activities.
- (2) The Company and its subsidiaries have no policy to grant or accept any business support with any objectives in exchange for mutual business interests, whether with or without time limit. Such support may be provided to only any agencies or organizations with projects or activities for public interest.
- (3) The Company contributes charitable donations and financial support for development of communities and society, the quality of life and the economy to strengthen communities and society, provided that such charitable donations and financial support to charities or other entities shall follow the procedures under the level of authority. In this connection, a request for support must be in writing and describe the objectives of charitable donations and support, together with other supporting documents, and must be submitted to the authorized persons at the respective levels, to make sure that such charitable donations and support proceed transparently without being taken for personal gain, contrary to morality, and in compliance with the Company's rules and regulations and applicable laws, and must be genuinely used for social contribution.
- (4) The Company and its subsidiaries may act as sponsor as a means to promote the Company's businesses in various forms, e.g., sponsor of cultural, arts, educational activities, etc.
- (5) Related persons shall be cautious to ensure that no charitable donations and sponsorships shall be used in avoidance of bribery or offering of benefits or return to any individual person, and to persuade any unlawful action or inaction contrary to the scope of ethics, and in such manner that changes the original beneficial purposes.

Conflicts of Interest Practices

The Company and its subsidiaries adhere to such principle that the consideration of matters and transactions must be transparent, and any business decisions must be made in the best interests of the Company, its subsidiaries and shareholders, taking into account the overall benefits of staff, customers, trading partners and society in the decision-making, and any acts which may give rise to conflicts of interest should be avoided. In this regard, the Company requires any concerned or interested persons with the Company to strictly comply with the terms and conditions described in the "Policy on Prevention of Conflicts of Interest."

Facilitation Payment Practices

The Company and its subsidiaries have no policy to accept or give any items or any other benefits as facilitation payments of any form, both directly and indirectly, and shall not proceed with nor agree to any actions in exchange for any business facilitation with both public and private sectors.

State Officials Engagement Practices

- (1) The Company and its subsidiaries have no policy to engage or appoint any state officials in civil service to work in the Company and its subsidiaries.
- (2) A two-year period after retirement from position is required for appointment of any former state official or any person previously working with regulatory agencies in direct connection with the Company and its subsidiaries.
- (3) The engagement of a former state official shall state negative pledge on certain duties or practices to prevent any abuse of power or issues with potential conflicts of interest, e.g., disclosure of confidential information of his/her former state agency, influential power, lobbying to obtain undue benefits, assignment for contact with his/her former agency, etc.
- (4) If it is necessary to appoint a former state official as director, consultant and executive of the Company and its subsidiaries, there shall be a procedure to check such person's background for any potential conflicts of interest before appointment.
- (5) Names and profiles of former state officials appointed as consultants, directors and executives of the Company and its subsidiaries shall be disclosed, along with reasons for their appointment, in the Company's public documents.

Political Support Practices

- (1) The Company and its subsidiaries shall not financially or otherwise provide assistance, support or represent any political party in public activities.
- (2) If the Company and its subsidiaries wish to provide any political support to promote democracy, such support shall not be contrary to the applicable legal principles or provided in the hope of any special treatment in return.
- (3) Related persons shall enjoy their political rights and freedoms under the laws, provided that they shall not take any actions that compromise the neutrality of the Company and its subsidiaries or cause damage from their political involvement.

Training and Communication Practices

Related persons shall receive regular training on anti-bribery and corruption to be aware of this policy and various forms of corruption, risks from involvement in bribery, and procedures for report on any finding or suspicions of fraud and corruption.

Channels for Whistleblowing or Complaints and Protection of Informants

The Company provides secure channels for reporting any violations or finding of fraud and corruption, and establishes consideration procedures and protective measures and remedial actions for informants or complainants under the Company's whistleblowing and complaint policy.

Punishment

Any persons who violate or breach the above policies and practices, whether they be directors, executives, staff or employees of the Company or its subsidiaries, shall be subject to disciplinary review under the work rules and regulations of the Company and its subsidiaries, and shall be liable to pay damages to the Company, its

subsidiaries or those affected by such violation or breach, and may also be liable for legal penalty if such action is illegal.

6.2 The Code of Conduct

The Company strives for its business growth and adheres to the corporate governance principles to ensure that the Company's and its subsidiaries' operations are efficient, fair, transparent, ethical and responsible to stakeholders, society and the environment, and also focuses on business development towards continued growth and creating values to all groups of stakeholders and the whole society, in line with the Corporate Governance Policy. Therefore, the Company has established the code of conduct with the details as follows:

1. Conduct towards Shareholders

- (1) To operate businesses honestly, in good faith and fairly to all shareholders in the best interests of shareholders as a whole, with social responsibility.
- (2) To operate businesses through standard operational and control systems, and utilize knowledge and competencies to the fullest with due care.
- (3) To regularly, equally and fully disclose information, operating results and financial positions of the Company and its subsidiaries to shareholders.
- (4) To oversee directors, executives and staff of the Company and its subsidiaries to refrain from seeking personal gain and gain of others by using any non-public information of the Company and its subsidiaries, or from taking any actions which may give rise to conflicts of interest with the Company and its subsidiaries.
- (5) To refrain from taking any actions which may give rise to conflicts of interest with the Company and its subsidiaries.

2. Conduct towards Staff

- (1) To manage human resources to be aligned with strategies and goals of the Company and its subsidiaries, adhere to morality and ethics, and monitor and resolve any potential conflicts of interest in the Company and its subsidiaries.
- (2) To closely oversee staff on the basis of justice without prejudice.
- (3) To politely treat staff with honor, regard and respect for their pride, dignity, individualism and human rights.
- (4) To appoint and rotate staff, including their rewards and punishment, in good faith based on their knowledge, competencies and qualifications.
- (5) To provide staff with fair remuneration given market circumstances, business competition, job description, performance, knowledge and competencies of individual staff.
- (6) To regularly promote staff knowledge and competency development.
- (7) To always maintain the occupational safety, health and work environment for the safety of life and property of staff.
- (8) To encourage staff to provide suggestions or submit complaints concerning work performance, and related solutions.

3. Conduct towards Clients

- (1) To deal with clients with sincerity, keep promises made with them, provide quality services in response to clients' needs.
- (2) To develop services in terms of diversity, quality and standard in response to clients' needs.
- (3) To disseminate news, information, advertisements and public relations, and promote sales and services duly, fairly, sufficiently and timely for clients.
- (4) To comply with terms and conditions fairly made with clients.

- (5) To respond clients' needs rapidly and arrange for a client relations system for complaints regarding quality of services, and a mechanism to regularly oversee, monitor and evaluate services to clients.

- (6) To refrain from disclosing clients' information known in the course of business operations.

4. Conduct towards Trading Partners

- (1) To treat trading partners equally and fairly on the basis of mutual benefits in fairness to both sides.

- (2) In the course of business negotiation, to refrain from demanding, accepting or paying any benefits in bad faith in dealing with trading partners, both directly and indirectly.

- (3) To provide accurate, clear, complete and unbiased information to ensure fair, transparent and auditable competition.

- (4) To keep information provided by clients confidential.

- (5) To refrain from disclosing confidential information or documents of the Company and its subsidiaries to other unauthorized persons.

- (6) To develop and maintain sustainable relationships with trading partners, promote the building of service quality, image and reliability in collaboration with the Company and its subsidiaries.

- (7) To ensure that the procurement process and the conditions of contracts or agreements are fair toward fair competition.

- (8) To provide trading partners with knowledge, develop their potential and upgrade their service capacity to meet standards.

- (9) To communicate and encourage trading partners to respect human rights, treat their labor fairly, and be socially and environmentally responsible, as well as monitor and evaluate trading partners for the purpose of mutual and sustainable business development.

5. Conduct towards Creditors

- (1) To strictly observe and comply with the conditions with creditors of the Company and its subsidiaries.

- (2) Should there be any events which may affect the financial position and debts to be repaid, the Company and its subsidiaries shall give prompt notice thereof to creditors to jointly find ways to prevent or resolve such events to avoid damage.

- (3) To regularly provide accurate and complete financial reports to creditors in a timely manner.

6. Conduct towards Competitors

- (1) To act within the legal framework regarding fair, transparent and equal competition.

- (2) To refrain from seeking competitors' confidential information by any means in bad faith or inappropriate.

- (3) To refrain from discrediting competitors' reputation by way of malicious accusations, fake news or attacks to competitors.

- (4) To refrain from agreeing with competitors or any persons to reduce or restrict competition, and from entering into any commercial terms or taking any actions which may implicitly cause unfair competition or monopoly.

- (5) To refrain from disclosing or providing confidential information of the Company and its subsidiaries to competitors while dealing with them.

7. Conduct towards Communities, Society and the Environment

- (1) To manage and oversee the Company and its subsidiaries to be responsible for and observe customary practices and traditions of communities and society, including environmental protection.

- (2) To prevent, reduce, manage and seek to ensure that the Company and its subsidiaries shall not create or cause any negative impact on the environment.

- (3) To regularly organize activities for contribution to society, communities and the environment to improve the quality of life in communities and society.
- (4) To respond rapidly and effectively to events giving rise to impact on the environment and communities from the operations of the Company and its subsidiaries, and provide full cooperation with state officials and relevant authorities.
- (5) To regularly build and raise awareness, and communicate and provide staff in every level with knowledge about community, social and environmental responsibility.
- (6) To apply business knowledge and experience of the Company and its subsidiaries for development of projects clearly beneficial to communities.

8. Conduct towards Public Sector/Regulatory Agencies

- (1) To fully and strictly comply with the laws, regulations, requirements, criteria, measures and policies set out by public sector/regulatory agencies.
- (2) To provide cooperation in activities hosted by public sector/regulatory agencies as part of strengthening the economic growth and prosperity.
- (3) To act duly and straightforwardly when contacting and dealing with public sector/regulatory agencies.
- (4) To familiarize or build good relationships with public sector/regulatory agencies as appropriate and practicable.

The information and details relating to the code of conduct are described in Attachment 5 “*Corporate Governance Policy, Code of Conduct, Board Charter and Committee Charters*” which is available on the Company’s website at <https://www.chase.co.th/th/corporate-governance/document-download> under Corporate Governance.

6.3 General Information on Last Year’s Major Changes and Development of Corporate Governance Policy, Practices and Systems

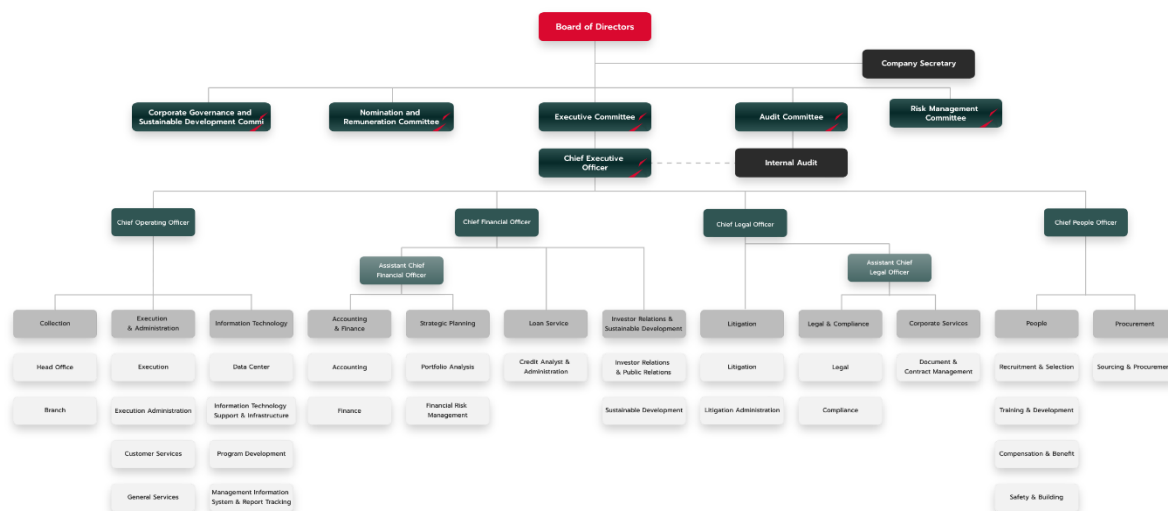
The Company has complied with the Corporate Governance Code for Listed Companies 2017 and the Board of Directors reviews the application of such corporate governance principles and the relevant policies and practices in line with the good corporate governance in the business context at least once a year. The Company also regularly communicates and monitors compliance with such policies and practices to executives and staff of the Group, e.g., public relations on the Group’s website and notice boards, and monitoring via monthly meetings.

The Company has communicated and built awareness of the good governance and the code of business conduct, including the policies on insider trading, prevention of conflicts of interest, and anti-corruption, sustainable development and environmental management, to directors and executives, representing 100 percent of all directors and executives through the annual review thereof proposed to the Board of Directors’ meeting, and representing 80 percent of all staff through training, surveys, accountability via staff relations activities and public relations in the organization. Moreover, the Company has communicated and provided knowledge to new staff, representing 100 percent of new staffs through the orientation.

7. Corporate Governance Structure, Material Information on the Board, Committees, Executives, Staff and Others

7.1 Corporate Governance Structure

The Company's corporate governance structure as of February 28, 2024 comprises the Board of Directors, and 3 committees, namely (1) Audit Committee; (2) Nomination and Remuneration Committee; (3) Executive Committee; (4) Risk Management Committee; (5) Corporate Governance and Sustainable Development Committee, with the Chief Executive Officer as top management of the Company, as follows:



Remarks: The Board of Directors' meeting has approved the amendment of the organizational structure as described above to be in line with the management structure and the Company's current business operations, effective as of February 28, 2024.

7.2 Board of Directors

7.2.1 Board Composition

The Board of Directors consists of a diverse group of knowledgeable, competent and experienced personnel in various fields, e.g., banking, accounting and finance, legal, and so on. They are well recognized and mainly responsible for decision-making and taking actions for the benefit of the Company, shareholders and all stakeholders. They also take an important role in setting objectives and goals, vision, mission, strategies, operational policies, and in monitoring, evaluating and reporting the operating results to create sustainable values to the business, under the Company's corporate governance policy and code of conduct and in accordance with the board diversity policy, which is available on the Company's website at <https://www.chase.co.th/th/corporate-governance/document-download> under Corporate Governance.

As at December 31, 2022, the Board comprises 9 members as required by applicable laws and the Company's articles of association. Five members are non-executive directors (representing 55.6 percent of all directors), and four members are executive directors (representing 44.4 percent of all directors). At present, four directors are female and five are male. In addition, the Board also includes three independent directors (representing 33.3 percent of all directors), which are not less than one-third of all directors, and they are fully qualified under applicable laws.

The Nomination and Remuneration Committee and the Board of Directors have considered assessing the diversity terms of skill sets of the current Board of Directors and found them to have diverse qualifications and skills essential to and suitable for the Company's nature of business operations, as described in the Board Skills Matrix, and in line with the goals as set out in the board diversity policy, along with at least one non-executive director who have experiences in relation to the Company's businesses.

The Company encourages the non-executive directors to hold their own meetings as necessary to discuss management matters of their interest without the presence of the management team, and report meeting results to the Chief Executive Officer for information.

The relevant information and details and director profiles are described in Attachment 1 “Summary of Directors, Executives, Controllers, Top Authorized Person in Charge of Accounting and Finance, Authorized Person Directly in Charge of Bookkeeping, Company Secretary.”

7.2.2 Board Members

As at December 31, 2023, the Board comprises 9 members as follows:

Name	Position
1. Mr. Pradit Leosirikul	Chairman of the Board / Independent Director / Member of the Audit Committee / Member of the Nomination and Remuneration Committee
2. Mr. Grish Attagrish ⁽¹⁾	Director / Independent Director / Chairman of the Audit Committee
3. Mrs. Wansuda Thanasaranart	Director / Independent Director / Member of the Audit Committee / Chairman of the Nomination and Remuneration Committee
4. Mr. Pracha Chaisuwan	Director / Chairman of the Executive Committee
5. Ms. Waraluck Chaisuwan	Director / Member of the Executive Committee / Member of the Risk Management Committee / Chairman of the Corporate Governance and Sustainable Development Committee
6. Ms. Suthida Chaisuwan	Director / Member of the Executive Committee / Member of the Risk Management Committee / Member of the Corporate Governance and Sustainable Development Committee
7. Ms. Hathairat Kaewsanenmuang	Director / Member of the Nomination and Remuneration Committee / Chairman of the Risk Management Committee / Member of the Corporate Governance and Sustainable Development Committee
8. Mr. Surachai Chetchotisak	Director / Member of the Executive Committee
9. Mr. Wittawat Wetchabutsakorn	Director / Member of the Executive Committee

Remark: ⁽¹⁾ Mr. Grish Attagrish is a member of the Audit Committee with the required knowledge and experience to review the reliability of the Company's financial statements. Details, qualifications and experiences of all three members of the Audit Committee are described in Attachment 1 “Summary of Directors, Executives, Controllers, Top Authorized Person in Charge of Accounting and Finance, Authorized Person Directly in Charge of Bookkeeping, Company Secretary.”

Ms. Monnira Danwiwat serves as Company Secretary as appointed by the Board of Directors' Meeting No. 8/2021 on October 19, 2021, and has completed the relevant company secretary training courses from the Thai Institute of Directors (IOD), namely Company Secretary Program (CSP) Class 124/2021, Company Reporting Program (CRP) Class 30/2021, Effective Minutes Taking (EMT) Class 49/2021, and Board Reporting Program (BRP) Class 38/2021.

7.2.3 Roles and Duties of the Board, Board Chairman and Chief Executive Officer

7.2.3.1 Scope of Powers and Authority of the Board

The Board's powers, authority and responsibilities are prescribed by the Public Limited Companies Act B.E. 2535 (1992) (as amended), the Securities and Exchange Act B.E. 2535 (1992) (as amended), and other applicable laws, rules and regulations, including the Company's articles of association. By virtue of such laws and the Company's articles of association, the Board is empowered and authorized to make decisions and oversee operational matters, except those required by laws or the Company's articles of association to be approved by a meeting of shareholders prior to further proceedings.

The Board's scope, powers, authority and responsibilities shall be described in the Board Charter, as follows:

- (1) To perform its duties with due care (duty of care), integrity (duty of loyalty), and oversee the operations of the Company and its subsidiaries in compliance with laws, rules, regulations, its articles of association and shareholders' resolutions (duty of obedience) to protect rights and benefits of the Company and its subsidiaries.
- (2) To set out objectives and goals, vision, mission, strategies, operational policies, allocation of major resources to achieve such objectives and goals, and empower the management team to perform efficiently and effectively, and monitor, evaluate and oversee the administration and management matters by management team of the Company and its subsidiaries to be aligned with policies, goals, business plans, budgets, management structure and level of authority, as well as support effective and safe use of innovations and technologies.
- (3) To consider and approval annual business plan and budget proposed by the management team, and consider and approve the Company's important matters as required by laws, its articles of association and guidelines.

- (4) To oversee the business operations under the corporate governance principles to facilitate the Company's competitiveness and good operating results for the benefit of shareholders, stakeholders, society and long-term impact, and also support environmental impact mitigation and development without compromising its resilience and adaptation under changing circumstances.
- (5) To support creation or use of innovations and technologies to generate values to businesses in parallel with contributions to clients or their related persons, and be socially and environmentally responsible, oversee the management team to operate businesses with social and environmental responsibility as reflected in the operational plan, to ensure that every unit in the organization proceeds in alignment with its objectives, goals and strategies.
- (6) To appoint directors or executives in subsidiaries or associated companies at least representing its shareholding in those subsidiaries or associated companies, in order to control their management to be in line with the Company's policies, and transactions to be duly executed in accordance with laws, including full, accurate and timely disclosure of financial positions, operating results, connected transactions and acquisition or disposal of material assets.
- (7) To oversee the Company and its subsidiaries to adopt sufficient and effective risk management systems and internal control to efficiently achieve objectives, and appoint an audit committee to perform its duties efficiently and independently to review and ensure that such internal control and internal audit systems are sufficient, effective and efficient in compliance with laws.
- (8) To monitor, oversee, prevent and manage any potential conflicts of interest between stakeholders of the Company and its subsidiaries and the management team, the Board or the Company's shareholders, including prevention of any misuse of property, information and opportunities of the Company and its subsidiaries, or execution of transactions with persons with potential conflicts of interest/connected persons of the Company or its subsidiaries in any inappropriate manner. For this purpose, should any director have an interest in any transaction with the Company or subsidiaries or change his/her shareholding in the Company and/or subsidiaries, he/she shall give notice thereof to the Company without delay.
- (9) To oversee the Company to ensure that it has a data security system in place, including policies and practices for maintenance of confidentiality, reliability and availability of information, as well as management of information which may affect securities price.
- (10) To ensure that the Company and its subsidiaries have effective and reliable accounting and financial reporting systems, prepare financial reports, and oversee the Company to prepare its annual report and disclose its financial statements and material information which are accurate, sufficient, timely and compliant with applicable rules, regulations, standards and practices (duty of disclosure), as well as review the sufficiency of the Company's financial liquidity and debt-serviceability.
- (11) To consider approving the selection and proposed appointment of the Company's auditor, and to consider fixing remuneration as appropriately proposed by the Audit Committee before proposing the matter to the annual ordinary general meeting of shareholders for consideration and approval.
- (12) To consider approving quarterly financial statements reviewed by the auditor and commented by the Audit Committee, and to consider approving the audited annual financial statements and commented by the Audit Committee to be proposed to the annual ordinary general meeting of shareholders for consideration and approval.
- (13) To acknowledge the Audit Committee's report and other committees' reports of the Company.
- (14) To consider appointing directors to fill any vacancy for other reasons than retirement by rotation.
- (15) To consider appointing and changing the Company's authorized signatory directors.
- (16) To consider appointing and removing committee members and designate powers and authority of the committees to facilitate and support the Board's performance of duties, and oversee the committees' performance in compliance with their respective charters, and to regularly consider approving the criteria for performance review at least once a year.
- (17) To establish succession plans for the Chief Executive Officer, senior executives and personnel in key positions of the Company, whereby the Chief Executive Officer shall report the implementation of succession plans to the Board for information from time to time at least once a year, and oversee personnel management and development to ensure the number of personnel, talents, skills, experiences and incentives as appropriate.

- (18) To consider approving criteria for nomination of candidates for the Chief Executive Officer, appointment of the Chief Executive Officer, and determining a framework of remuneration policies and forms, determination of remuneration and the Chief Executive Officer's performance review as proposed by the Nomination and Remuneration Committee.
- (19) To consider approving a framework of remuneration policies and forms, determination of remuneration and senior executives' performance review as proposed by the Chief Executive Officer.
- (20) To consider appointing and removing the Company Secretary under the securities and exchange laws to facilitate the Board's performance to ensure that the Company's business operations comply with applicable laws, notifications, regulations and articles of association.
- (21) To consider approving and commenting on material transactions, e.g., acquisition or disposal of assets of the Company or its subsidiaries, new business investment, and any arrangements or connected transactions, including the Company's financing transactions, except where such transactions also require approval from a meeting of shareholders, provided that such consideration and approval shall comply with the securities and exchange laws, applicable notifications, requirements and/or regulations of the Stock Exchange of Thailand.
- (22) To consider monitoring the use of proceeds from financing according to the disclosed objectives, by taking into account the relevant details of the use of proceeds from financing, e.g., feasibility of project investment, justifications of value and channel of financing, and the Company's capital structure, including investment contracts, sufficiency of proceeds from financing for project investment, etc., and require the management to thoroughly study the economic conditions and industrial growth outlook of such businesses in which the Company plans to invest such proceeds from financing, so as to prevent an occurrence where the Company cannot use proceeds for investment in such projects or businesses as intended.
- (23) To consider approving interim dividends to shareholders when it is apparent that the Company's profit so justifies, and report such dividend payments to the next meeting of shareholders.
- (24) To hold a meeting of shareholders as the annual ordinary general meeting within 4 months from the end of the Company's fiscal year, and oversee such meeting of shareholders to be duly, transparently and efficiently conducted to enable shareholders to exercise their rights, and be involved in making major decisions, as well as ensure disclosure of meeting resolutions and prepare accurate and full minutes of shareholders' meeting, including effective communication with shareholders and other stakeholders.
- (25) To have a mechanism for complaints and responsive actions to complaints or whistleblowing.
- (26) To perform any other duties in relation to the Company's businesses as delegated by shareholders.

The information and details relating to the scope, powers, authority and responsibilities of the Board are described in Attachment 5 "*Corporate Governance Policy, Code of Conduct, Board Charter and Committee Charters*" which is available on the Company's website at <https://www.chase.co.th/th/corporate-governance/document-download> under Corporate Governance.

Moreover, it is also the Board's duty and responsibility for risk management under the risk management policy, with the details as follows:

- (1) To oversee risk management and independently provide suggestions for material risk management.
- (2) To establish a risk management policy and consider potential key risk factors, including risk management guidelines and monitoring.

7.2.3.2 Scope of Powers and Authority of Board Chairman

Under the Public Limited Companies Act B.E. 2535 (1992) (as amended), the Securities and Exchange Act B.E. 2535 (1992) (as amended), including the Company's articles of association, the Board of Directors has set out the Board Chairman's scope, powers, authority and responsibilities in the Board Charter, with the details as follows:

- (1) To oversee, monitor and ensure that the Board's performance of duties is efficient and achieves the objectives and key goals of the organization, and ensure the Board effectiveness.
- (2) To ensure that all directors are involved in promoting organizational culture based on ethics and corporate governance.

- (3) To set meeting agenda of the Board in consultation with the Chief Executive Officer, and have measures in place to include important matters in meeting agenda, and manage the Board meetings.
- (4) To allocate sufficient time for the management team to propose matters and for directors to discuss material issues thoroughly, and encourage directors to duly exercise discretion and independently share their opinions.
- (5) To promote good relationships between executive and non-executive directors and between the Board and the management team (manage key relationships).
- (6) To call for Board meetings to be conducted either at the same meeting place or held by electronic means.
- (7) Board meetings shall be conducted in compliance with applicable laws and the Company's articles of association, and require the presence of not less than one half of all directors to constitute a quorum.
- (8) A minimum quorum when the Board adopts resolutions at each Board meeting shall require the presence of not less than two-thirds of all directors.
- (9) The Board Chairman shall preside over a meeting of shareholders. If the Board Chairman is absent or unable to perform the duty, Vice-Chairman shall preside over the meeting. In the absence of any Vice-Chairman, or a Vice-Chairman is appointed, but unable to perform the duty, one of the directors present at the meeting shall be selected to preside over the meeting. The Board may invite other persons to attend meetings as it deems appropriate.
- (10) Decisions of the Board meeting shall be adopted by a majority of votes of directors present at the meeting. Each director has one vote. In case of an equality of votes, the presiding chairman of the meeting shall have a casting vote. Directors who have an interest in any matter must not be present at the meeting and are not entitled to vote on such matter.

7.2.3.3 Scope of Powers and Authority of Chief Executive Officer

The Chief Executive Officer's scope, powers, authority and responsibilities, which have been approved by the Board of Directors' meeting, are described below:

- (1) To operate businesses, manage and oversee the overall operations of the Company in compliance with laws, rules, regulations, objectives, articles of association, policies, regulations, requirements, orders, business strategies goals and operational plans, financial goals, annual budgets as approved by the Board to be efficient and effective, level of authority, and resolutions of the Board meetings and/or resolutions of the shareholders' meetings of the Company.
- (2) To develop the organization to achieve good operating results and performance, with regular improvements for sustainable growth.
- (3) To prepare and deliver business policies, including objectives, vision, mission, policies, key goals, annual plans and budgets of the Company and its subsidiaries, to be proposed to the Board of Directors for consideration and approval, and regularly report on development of such approved plans and budgets to the Board of Directors as appropriate, including communication with the Board and/or other committees of the Company to efficiently carry on business operations and achieve the objectives and major goals of the organization.
- (4) To set operational goals, allocation of resources, to align with vision, mission, strategies, business and management policies, control, audit and monitor the management team's performance, and suggest solutions to problems for executives and the management team to proceed with the business plans in line with the Company's policies.
- (5) To oversee the overall management in finance, marketing, human resources, internal control system, and other operational matters of the Company and its subsidiaries to ensure compliance with the Company's policies and business plans as approved by the Board and in compliance with the laws, objectives and articles of association of the Company.
- (6) To monitor, audit and supervise the operating results of the Company and its subsidiaries to ensure good performance to achieve goals, and report on the matter to the Board on a quarterly basis, as well as find the opportunity to improve and develop performance to be better.
- (7) To establish the organizational structure, management procedures, including selection, training, employment, transfer and termination of executives¹ and staff, and set out recruitment criteria, evaluation

¹ Executives refers to the first four executive positions and equivalent succeeding the Chief Executive Officer.

criteria, structures of wages, salaries, remuneration, bonus and welfare benefits for executives and staff in such positions outside the Nomination and Remuneration Committee's authority to be in the range as specified in the Company's regulations.

- (8) To command, communicate, order, proceed with and execute any legal transactions, contracts, orders, notices or any documents for dealing with other agencies or persons, for the Company's operations to be achieved efficiently and effectively, as delegated and/or authorized by the Board.
- (9) To be empowered to delegate authority and/or authorize other persons to perform any particular tasks on his/her behalf, provided that such delegation and/or authorization shall be within the scope under the level of authority and powers of attorney and/or in compliance with such regulations, requirements or orders set forth by the Board and/or the Company.

The Chief Executive Officer's powers, authority and responsibilities must not be delegated by way of power of attorney or substitute power of attorney in such manner which empowers the Chief Executive Officer or his/her attorney-in-fact to approve transactions in which they or persons with potential conflicts of interest receive any form of benefits, or with any other conflicts of interest with the Company or its subsidiaries, in which case, such transactions must be proposed to a meeting of the Board or shareholders for consideration and approval (as the case may be) as required by the Company's articles of association or applicable laws, except for approval of transactions in the ordinary course of business of the Company in compliance with such policies and criteria previously approved by a meeting of shareholders and/or the Board.

- (10) To instruct and issue regulations, criteria, announcements and internal memorandum for the Company's operations in line with its policies and for the benefit of the Company, and maintain the organization in good order.
- (11) To lead and act as a role model on the basis of morality and the Company's code of conduct, and promote, supervise and monitor the organization management on the basis of sustainability, corporate governance, social responsibility, and compliance with anti-corruption measures and practices.
- (12) To seek business opportunities and feasibility study for new projects or project investment, and present the relevant information to support the decision-making by the Executive Committee or the Board (as the case may be).
- (13) To consider appointing consultants in various areas essential to the Company's operations within budgets approved by the Board and/or committees, subject to the level of authority.
- (14) To consider approving transactions in the ordinary course of business and proceeding to support the Company's business under the general commercial terms not exceeding budgets approved by the Board, subject to the rules of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand on connected transactions and acquisition and disposal of assets, including the level of authority.
- (15) To represent the Company in communicating with shareholders and support the Board to provide channels for effective and regular communication with shareholders as well as standard and transparent disclosure of information.
- (16) To have other powers, authority and responsibilities as authorized or under the policies delegated by the Board and/or committees.

7.3 Committees

As at December 31, 2023, the Company has 5 committees, namely (1) Audit Committee; (2) Nomination and Remuneration Committee; (3) Executive Committee; (4) Risk Management Committee; and (5) Corporate Governance and Sustainable Development Committee.

Each committee has its own charter approved by the Board, which describes its objectives, composition, qualifications, tenure, powers, authority and responsibilities, meetings, quorum and voting, evaluation, etc. Committee charters shall be reviewed as appropriate. Committees shall report their performance to the Board for information.

The information and details relating to the scope, powers, authority and responsibilities of the committees are described in Attachment 5 "*Corporate Governance Policy, Code of Conduct, Board Charter and Committee Charters*" which is available on the Company's website at <https://www.chase.co.th/th/corporate-governance/document-download> under Corporate Governance.

7.3.1 Scope of Duties and Responsibilities of Committees

7.3.1.1 Scope, Powers and Authority, and Responsibilities of the Audit Committee

The Board of Directors has set out the Audit Committee's scope, powers, authority and responsibilities in the Audit Committee Charter, with the details as follows:

- (1) To review financial reports of the Company and its subsidiaries to ensure accurate, full, reliable and sufficient disclosure in accordance with the financial reporting standards, in coordination with the external auditor and executives responsible for preparing both quarterly and annual financial reports, and the Audit Committee may suggest the auditor to review or audit any particular transactions deemed as important and necessary matters during the audits of the Company and its subsidiaries.
- (2) To review internal control system, internal audit system and risk management of the Company and its subsidiaries to ensure adequacy, effectiveness and efficiency, and consider the independence of the internal audit unit, and approve appointment, transfer, termination of head of the internal audit unit or any other unit in charge of internal audit.
- (3) To consider and approve annual budgets, manpower and resources essential to the Internal Audit Department's performance, and meet with the head of the Internal Audit Department to discuss important issues at least once a year without the presence of the management team.
- (4) To review the Company's compliance with the securities and exchange laws, the Stock Exchange of Thailand's requirements, and other laws and standards applicable to the Company's businesses.
- (5) To consider, select and nominate an independent person for appointment as auditor, and propose the auditor's fees, taking into account the reliability, sufficiency of resources, audit workloads of the audit firm, and experience of the personnel authorized to conduct the Company's audit, and meet with the auditor without the presence of the management team at least once a year.
- (6) To consider connected transactions or transactions with potential conflicts of interest, acquisition or disposal of assets of the Company and its subsidiaries to be duly and completely executed in compliance with the securities and exchange laws, and the requirements of the Stock Exchange of Thailand, to ensure that such transactions are reasonable and in the best interests of the Company and its subsidiaries.
- (7) To consider a mechanism for oversight and monitoring of applicable and proper use of proceeds from financing in accordance with the disclosed objectives, and set out measures to suppress and prevent any misuse of proceeds from financing contrary to the objectives.
- (8) To be empowered to summon and instruct relevant management team, unit heads or staff of the Company to share opinions, meet or provide any documents as it deems relevant and necessary, and to seek independent opinions from any other professional consultants as necessary at the Company's expense.
- (9) To prepare the Audit Committee's report to be disclosed in the Company's annual report, and such report must be signed by the Chairman of the Audit Committee and should contain the following particulars:
 - (a) Opinion on accuracy, completeness and reliability of the Company's financial report;
 - (b) Opinion on sufficiency of the Company's internal control system;
 - (c) Opinion on compliance with the securities and exchange laws, the SET's requirements or laws applicable to the Company's businesses;
 - (d) Opinion on the auditor's eligibility;
 - (e) Opinion on transactions with potential conflicts of interest;
 - (f) Number of meetings of the Audit Committee and members' attendance records;
 - (g) Opinion or overall observations from the Audit Committee's performance of duties under its charter;
 - (h) Any other particulars that should be made known to shareholders and general investors under the scope, authority and responsibilities delegated by the Board.

- (10) To report to the Board any finding or suspicion of the following transactions or actions which may materially affect the Company's financial position and operating results so as to resolve them within such time as the Audit Committee deems appropriate:
- (a) Transactions giving rise to or potentially giving rise to conflicts of interest;
 - (b) Fraud or unusual issues or major flaws in the internal control system;
 - (c) Violations of the securities and exchange laws, the SET's requirements and notifications or laws applicable to the Company and/or its businesses.
- Should the Board fail to resolve such matters within the above time, any member of the Audit Committee may report such transactions or actions to the SEC Office or the SET.
- (11) To respond to complaints and whistleblowing regarding misconduct, corruption or failure to comply with laws, rules, regulations and the Company's code of conduct, and oversee fact-finding investigations and impose penalty independently as appropriate in compliance with relevant policies set out by the Board.
- (12) To perform any other duties as delegated by the Board and approved by the Audit Committee.

The Audit Committee's performance of duties shall report directly to the Board.

In addition, the Audit Committee also has the duty and responsibility for risk management under the risk management policy, with the details as follows:

- (1) To review internal control system, internal audit system and risk management to ensure adequacy, effectiveness and efficiency.
- (2) To review risk management policy and potential key risk factors, including risk management guidelines and monitoring.

7.3.1.2 Scope, Powers and Authority, and Responsibilities of the Nomination and Remuneration Committee

The Board of Directors has set out the Nomination and Remuneration Committee's scope, powers, authority and responsibilities in the Nomination and Remuneration Committee Charter, with the details as follows:

- (1) To consider the Board structure and composition in terms of the number of directors to suit business sizes, categories and complexity, in line with business strategies and changing circumstances, and review qualifications of directors, committee members and the Chief Executive Officer in terms of skills, experiences, and expertise in relation to the Company's businesses.
- (2) To set out criteria and procedures for nomination for eligible candidates as directors, committee members and the Chief Executive Officer by prescribing their qualifications and expertise in the respective areas required, using such effective tools as Board Skills Matrix to support the nomination, and select candidates in accordance with the agreed procedures, including their expertise, to be proposed to the Board of Directors for consideration and appointment and/or to a meeting of shareholders for further consideration and appointment (as the case may be), provided that shareholders shall be provided with sufficient information regarding nominated candidates in support of their decision-making.
- (3) To nominate directors and committee members upon retirement by rotation to the Board for consideration, whereby the existing members may be nominated to resume their office, taking into account their performance in such capacity, or invite nominations from shareholders, or use an external firm to recruit or consider candidates from the chartered director pool, or have each director nominate eligible candidates, etc.
- (4) To consider the list of nominated candidates and select those fully qualified to be proposed to the Board of Directors for consideration and appointment and/or to a meeting of shareholders for further consideration and appointment (as the case may be), provided that shareholders shall be provided with sufficient information regarding nominated candidates in support of their decision-making.
- (5) To approach such qualified candidates to ensure that they are willing to hold directorship if appointed by a meeting of the Board of Directors or shareholders (as the case may be).
- (6) To consider the independence and qualifications of each independent director to ensure that a candidate for independent directorship or such particular independent director is or remains fully qualified in compliance with the applicable rules and/or laws.

- (7) To consider the criteria for nomination of the Chief Executive Officer, recruit, screen and recommend the most suitable and qualified candidate to be appointed as Chief Executive Officer to the Board of Directors for consideration and approval.
- (8) To review the current criteria for remuneration of the Board, committees and the Chief Executive Officer in comparison with information on remuneration of other companies in the same industry as the Company, and its operating results, and prescribe effective criteria to achieve the desired outcome, to be fair and supportive of the Company's successful operations.
- (9) To consider the criteria for performance review of the Chief Executive Officer as delegated by the Board.
- (10) To consider the criteria for remuneration of the Board, committees and the Chief Executive Officer, both monetary and non-monetary, to be appropriate and aligned with the Company's strategies and long-term goals, considering their burdens, scope, roles, duties and responsibilities, including expected benefits.
- (11) To fix remuneration of the Board, committees and the Chief Executive Officer in compliance with the payment criteria as agreed and proposed to the Board of Directors for approval and/or to a meeting of shareholders for further consideration and approval (as the case may be).
- (12) To consider suitability and grant approval for any new securities offering to directors and staff, on the basis of fairness towards shareholders, and motivate directors and staff to perform their duties to create values to shareholders in the long run and effectively retain talented personnel.
- (13) To consider succession planning policy for the Chief Executive Officer, senior executives and personnel in key positions of the Company.
- (14) To suggest a procedure for performance review of the Board, committees and the Chief Executive Officer, which shall be reviewed yearly, and monitor and conclude the performance review to the Board of Directors so as to improve the performance efficiency and enhance knowledge and competence of the Board, committees and the Chief Executive Officer.
- (15) To perform any other duties as delegated by the Board.

7.3.1.3 Scope, Powers and Authority, and Responsibilities of the Executive Committee

The Board of Directors has set out the Executive Committee's scope, powers, authority and responsibilities in the Executive Committee Charter, with the details as follows:

- (1) To set out vision, strategies, policies, goals, business plans, management structure and level of authority of the Company to be proposed to the Board for approval and further implementation as approved by the Board, including monitoring of such performance to ensure efficiency.
- (2) To have powers, duties and responsibilities for management in the ordinary course of business of the Company, and consider approving transactions in the ordinary course of business, subject to the level of authority and/or scope of powers delegated by the Board, in compliance with applicable laws, rules/basis, objectives, regulations, requirements, notifications of regulatory agencies, meeting resolutions of the Board and shareholders, as well as the Company's corporate governance policy and code of conduct.
- (3) To approve and oversee management in compliance with policies, goals, strategies, annual operational plans and budgets as approved by the Board and/or the level of authority, including monitoring to achieve both short-term and long-term goals.
- (4) To screen business plans, budgets, management structure, level of authority and policies to be compatible with objectives, vision, mission, policies, key goals and business strategies of the Company as suggested by the Chief Executive Officer, before proposing the same to the Board of Directors for consideration/approval, except those under other committees' powers, including the Audit Committee or the Nomination and Remuneration Committee, and to consider screening the management team's proposals.
- (5) To oversee the Company's management through the Chief Executive Officer to be in line with such policies set forth by the Board, and report performance from time to time to the Board.
- (6) To approve appointment of consultants in various areas essential to the Company's operations within budgets approved by the Board.

- (7) To plan or provide other mechanisms to prevent or resolve financial issues, taking into consideration stakeholders' rights.
- (8) To conduct feasibility study for implementation of new projects, approve project investment within the powers delegated by the Board, including execution of legal transactions relating to such matters.
- (9) To consider and approve financial transactions with financial institutions, e.g., account opening, borrowing of loans, application for credits, mortgage, pledge, overdrafts from financial institutions, guarantee, including purchase and sale, and registration of land ownership, for the purpose of the Company's business operations, as well as execution of legal transactions, contracts, proposals, contact for legal transactions with government agencies to obtain rights for the Company, and/or any arrangements relating to such matters until completion in accordance with the level of authority, and/or as designated by the Board and/or under applicable laws, rules and regulations.
- (10) To perform any other duties as delegated by the Board.

Furthermore, the Executive Committee also has the duty and responsibility for risk management under the risk management policy, with the details as follows:

- (1) To define framework of the risk management policy and consider potential key risk factors.
- (2) To set out the overall risk management structure of the Group, including risk management and monitoring plan.
- (3) To identify risk appetite for the purpose of considering challenges and accomplishment of strategic goals and value creation to the organization's expectations.
- (4) To link risk management with internal control.

7.3.1.4 Scope, Powers and Authority, and Responsibilities of the Risk Management Committee

The Board of Directors has set out the Risk Management Committee's scope, powers, authority and responsibilities in the Risk Management Committee Charter, with the details as follows:

- (1) To define the Group's risk management framework in line with the risk management policy so as to assess, monitor and control risk appetite in the respective areas, whereby various work units shall also be involved in risk management and control, and propose such framework to the Board for approval, subject to review and comment by the Executive Committee and/or the Audit Committee.
- (2) To review the risk management policy and plan to ensure their efficiency.
- (3) To set out and review the composition, power, authority and responsibility, including the risk management team charter, in order to ensure that the team has sufficient knowledge, understanding and experiences for their functions and risks throughout the Group.
- (4) To oversee and monitor the compliance with the approved risk management policy and plan to make sure that the Group's firmwide risk management system is efficient, and full compliance therewith.
- (5) To assess the adequacy of risk management strategies and the efficiency of risk management to maintain the corporate risk appetite.
- (6) To report the results of risk management, implementation and status of the Group, and changes, including areas of improvement, to be aligned with business strategies and goals, to the Executive Committee and/or the Audit Committee for review and comment for further submission to the Board for information on a regular basis as appropriate.
- (7) To review the risk assessment report prepared by the risk management team, and prepare the annual risk management report to be presented to the Executive Committee and/or the Audit Committee for review and comment for further submission to the Board for consideration and approval.
- (8) To review the disclosure of information on risk factors, including any other relevant information, in the annual registration statement/annual report (Form 56-1 One Report).
- (9) To seek independent opinions from any other professional consultants as necessary at the Company's expense, provided that such engagement follows the regulations and the level of authority of the Group.
- (10) To perform any other duties as delegated by the Board.

Furthermore, the Risk Management Committee also has the duty and responsibility for risk management under the risk management policy, with the details as follows:

- (1) To define risk management framework in line with the Group's risk management policy.
- (2) To review the risk management policy and plan to ensure their efficiency and in line with current circumstances.
- (3) To oversee, monitor and support the risk management operations of the risk management team and staff at various levels, including review of the risk management performance.

7.3.1.5 Scope, Powers and Authority, and Responsibilities of the Corporate Governance and Sustainable Development Committee

The Board of Directors has set out the Corporate Governance and Sustainable Development Committee's scope, powers, authority and responsibilities in the Corporate Governance and Sustainable Development Committee Charter, with the details as follows:

- (1) To consider preparing the corporate governance and sustainable development policy and practices in line with the Group's material topics of sustainability to declare the intention and guidelines for the Board, executives, and staff for compliance in practice towards sustainability in environmental, social and governance dimensions.
- (2) To ensure the application of the corporate governance and sustainable development policy and practices to the Group's ongoing development for sustainable growth.
- (3) To evaluate and review the corporate governance and sustainable development goals, policy and practices to be practical to the business circumstances and in line with the laws, international best practices, and suggestions by relevant regulatory agencies.
- (4) To report the corporate governance and sustainable development progress and performance to the Board.
- (5) To evaluate the annual performance of the Corporate Governance and Sustainable Development Committee and report the evaluation results to the Board.
- (6) To consider setting out guidelines for disclosure of the corporate governance and sustainable development report in the annual registration statement/annual report (Form 56-1 One Report) and/or the Sustainability Report of the Company.
- (7) To appoint the corporate governance and sustainable development team to assist the Corporate Governance and Sustainable Development in the performance of various tasks
- (8) To perform any other duties as delegated by the Board.

7.3.2 Lists of Committees

(1) Audit Committee

As at December 31, 2023, the Audit Committee consists of 3 members as follows:

Name	Position
1. Mr. Grish Attagrish ⁽¹⁾	Chairman of the Audit Committee (Independent Director)
2. Mr. Pradit Leosirikul	Member of the Audit Committee (Independent Director)
3. Mrs. Wansuda Thanasaranart	Member of the Audit Committee (Independent Director)

Remark: ⁽¹⁾ Mr. Grish Attagrish is a member of the Audit Committee with the required knowledge and experience to review the reliability of the Company's financial statements. Details, qualifications and experiences of all 3 members of the Audit Committee are described in Attachment 1 "Summary of Directors, Executives, Controllers, Top Authorized Person in Charge of Accounting and Finance, Authorized Person Directly in Charge of Bookkeeping, Company Secretary."

Ms. Monnira Danwiwat serves as secretary to the Audit Committee as appointed by the Audit Committee's Meeting No. 1/2021 on November 12, 2021.

(2) Nomination and Remuneration Committee

As at December 31, 2023, the Nomination and Remuneration Committee consists of 3 members as follows:

Name	Position
1. Mrs. Wansuda Thanasaranart	Chairman of the Nomination and Remuneration Committee (Independent Director)
2. Mr. Pradit Leosirikul	Member of the Nomination and Remuneration Committee (Independent Director)
3. Ms. Hathairat Kaewsaenmuang	Member of the Nomination and Remuneration Committee

Ms. Monnira Danwiwat serves as secretary to the Nomination and Remuneration Committee as appointed by the Nomination and Remuneration Committee's Meeting No. 1/2022 on March 14, 2022.

(3) Executive Committee

As at December 31, 2022, the Executive Committee consists of 6 members as follows:

Name	Position
1. Mr. Pracha Chaisuwan	Chairman of the Executive Committee
2. Ms. Waraluck Chaisuwan	Member of the Executive Committee
3. Ms. Suthida Chaisuwan	Member of the Executive Committee
4. Mr. Surachai Chetchotisak	Member of the Executive Committee
5. Mr. Wittawat Wetchabutsakorn	Member of the Executive Committee
6. Ms. Hathairat Kaewsaenmuang	Member of the Executive Committee

Ms. Jitkanok Chayolertsiri serves as secretary to the Executive Committee as appointed by the Executive Committee's Meeting No. 3/2022 on March 21, 2022.

(4) Risk Management Committee

As at December 31, 2023, the Risk Management Committee consists of 3 members as follows:

Name	Position
1. Ms. Hathairat Kaewsaenmuang	Chairman of the Risk Management Committee
2. Ms. Waraluck Chaisuwan	Member of the Risk Management Committee
3. Ms. Suthida Chaisuwan	Member of the Risk Management Committee

Mr. Nattakan Mungpien serves as secretary to the Risk Management Committee as appointed by the Risk Management Committee's Meeting No. 1/2023 on November 2, 2023.

(5) Corporate Governance and Sustainable Development Committee

As at December 31, 2023, the Corporate Governance and Sustainable Development Committee consists of 3 members as follows:

Name	Position
1. Ms. Waraluck Chaisuwan	Chairman of the Corporate Governance and Sustainable Development Committee
2. Ms. Hathairat Kaewsaenmuang	Member of the Corporate Governance and Sustainable Development Committee
3. Ms. Suthida Chaisuwan	Member of the Corporate Governance and Sustainable Development Committee

Ms. Lakkana Sinsap serves as secretary to the Corporate Governance and Sustainable Development Committee as appointed by the Corporate Governance and Sustainable Development Committee's Meeting No. 1/2023 on November 2, 2023.

7.4 Authorized Signatory Directors of the Company

The Company's authorized signatory directors are two of the following four directors, namely Mr. Pracha Chaisuwan or Ms. Waraluck Chaisuwan or Ms. Suthida Chaisuwan or Ms. Hathairat Kaewsaenmuang, jointly sign and affix the Company's seal, except for execution of contracts, legal transactions or any transactions worth over Baht 50 million, in which case, either of Mr. Pracha Chaisuwan or Ms. Waraluck Chaisuwan or Ms. Suthida Chaisuwan or Ms. Hathairat Kaewsaenmuang, and Mr. Wittawat Wetchabutsakorn, totaling two persons, jointly sign and affix the Company's seal.

7.5 Executives

7.5.1 Summary of Executives

As at February 28, 2024, the Company's executives, by the definition of "executives" under the Notification of the Securities and Exchange Commission No. KorChor. 17/2551 Re: Determination of Definitions in Notifications relating to Issuance and Offer for Sale of Securities (as amended), consists of 5 persons as follows:

Name	Position
1. Mr. Pracha Chaisuwan	Chief Executive Officer
2. Ms. Hathairat Kaewsaenmuang	Chief Operating Officer / Chief People Officer (Acting)
3. Ms. Waraluck Chaisuwan ⁽¹⁾	Chief Financial Officer
4. Ms. Suthida Chaisuwan	Chief Legal Officer

Remark: ⁽¹⁾ Top authorized person in charge of accounting and finance

7.5.2 Executive Remuneration Policy and Procedures

(1) Top Management (Chief Executive Officer)

The Nomination and Remuneration Committee shall consider criteria for remuneration of the Chief Executive Officer, both monetary and non-monetary, to be appropriate and aligned with the Company's strategies and long-term goals, considering burdens, scope, roles, duties and responsibilities, including expected benefits, in comparison with information on remuneration of other companies in the same industry as the Company, and its operating results, and prescribe effective criteria to achieve the desired outcome, to be fair and supportive of the Company's successful operations.

Both short-term (salaries, bonus, welfare) and long-term (grant of securities) remuneration shall be in line with the financial performance and implementation of long-term strategic goals, including such goals to measure the organization's achievement, profit growth and business expansion.

(2) Senior Executives (Chief Officers)

The Chief Executive Officer reviews performance and remuneration of executives in chief officer positions, taking into account their performance in compliance with such policies from the Board, economic and social conditions, in comparison with remuneration structures in the same industry in Thailand, to provide both short-term and long-term incentives. Key performance indicators (KPIs) shall fairly and equally apply on an individual basis and the performance review shall be taken into account in the consideration of both short-term (salaries, bonus, welfare) and long-term (grant of securities) remuneration, and career advancement.

Executive remuneration complies with salary structure and framework set forth by the Chief Executive Officer, both short-term and long-term.

The Company's executives who hold directorship in the Company and/or its subsidiaries shall no longer be entitled to remuneration as directors.

7.5.3 Executive Remuneration

(1) Monetary Remuneration

For the year ended December 31, 2023, the Company paid remuneration to executives as follows:

Particulars	For the year ended December 31, 2023
Number of executives (persons)	5
Salary and bonus (Baht)	17,540,000.00
Provident fund contributions and other benefits (Baht)	4,753,415.39

Remark: The Company's executives or staff holding positions as Board and committee members shall not receive remuneration for such positions.

(2) Other Remuneration

The Company provides such welfare benefits as health and life insurance to the Company's executives, 4 persons and 3 persons, respectively, and establishes a provident fund for 4 executives.

The Company pays no other remuneration to its executives holding positions as board and committee members in its subsidiaries.

(3) Accrued Remuneration or Benefits

-None-

7.6 Staff Information**7.6.1 Number of Personnel**

As at December 31, 2023, the Group had a total staff of 528 persons (including executives) as follows:

Department	Number of Staff (persons)
Management	4
Operations	345
Personnel	7
Information Technology	18
Finance	26
Legal	107
Internal Audit	1
Corporate Services	4
Procurement	2
Strategic Planning	3
Total	528

7.6.2 Material Changes in Number of Personnel over the Past 3 Years

-None-

7.6.3 Staff Remuneration

Staff remuneration (excluding executives) of the Company and its subsidiaries for the year ended December 31, 2023 totaled Baht 86.65 million, comprising salaries, bonuses, social security contributions, and provident fund contributions, etc. The remuneration ratio of female to male staff was 0.61 : 1.00.

To be in line with the organization's objectives and key goals, and the Group's long-term benefits, the Group establishes the salary structure of staff in the respective positions, and sets out criteria for staff performance review in support of the salary review and annual bonus payments. The Group provides staff with such welfare benefits as health insurance, life insurance, annual health checkup and provident fund.

7.6.4 Provident Fund

The Group has a provident fund under the management of SCB Asset Management Company Limited, under the name Provident Fund SCBAM Master Fund registered with the SEC Office and the SET. As at December 31, 2023, 189 staff members or 35.80 percent of all staff of the Group participated in the provident fund program.

7.6.5 Material Labor Disputes over the Past 3 Years

-None-

7.6.6 Personnel Development Policy

The Board of Directors has set out the personnel management policy, which covers the personnel development policy per the following details:

The Company believes in personnel training and development for capacity building on the following basis:

- The People Department designates the number of training hours for staff each year.
- Supervisors are responsible to have their subordinates regularly attend training and development programs.
- Staff training and development program includes on-the-job-training, training on organizational management and self-development in other areas.

In addition, the Board of Directors has set out the succession planning policy to prepare personnel in key positions essential to the operations in line with the Company's core mission, covering personnel development policy in terms of 360-degree assessment of competency required in their positions and Board interviews, preparation of leadership development plan in accordance with the Company's development strategies, and promote such competencies to be improved or enhanced, encourage successors for job rotation to accumulate more experiences by way of transfer to or collaboration for a short period with certain units, including mentoring system, for consultation and suggestion to successors to learn from mentors' direct experiences (senior executives).

The Company has conducted the survey on training needs for development of personnel, their core competency and necessary skills, e.g., computer and English language literacy, and allocated annual budget for training as appropriate.

The Company values promotion and support for staff career advancement, and as such, has established and communicated the career path to motivate personnel's performance.

7.7 Other Material Information

7.7.1 Authorized Person Directly in Charge of Bookkeeping, Company Secretary, Head of Internal Audit, and Head of Compliance

(1) Authorized Person Directly in Charge of Bookkeeping

Ms. Punnikkaporn Talmoor, Account Manager, serves as an authorized person directly in charge of bookkeeping to ensure efficiency and compliance with the Company's regulations, requirements and criteria as well as accounting standards. Ms. Punnikkaporn Talmoor has not less than 3 years of experience in accounting over the past 5 years. The qualifications of the authorized person directly in charge of bookkeeping are described in Attachment 1 *"Summary of Directors, Executives, Controllers, Top Authorized Person in Charge of Accounting and Finance, Authorized Person Directly in Charge of Bookkeeping, Company Secretary."*

(2) Company Secretary

The Board of Directors' Meeting No. 8/2021 on October 19, 2021 resolved to appoint Ms. Monnira Danwiwat as Company Secretary with the duties and responsibilities as set forth in Section 89/15 and Section 89/16 of the Securities and Exchange Act B.E. 2535 (1992) (as amended), on the basis of responsibility, due care and integrity, and compliance with laws, objectives, the Company's articles of association, resolutions of the Board and resolutions of shareholders' meetings. The Company Secretary's qualifications are described in Attachment 1 *"Summary of Directors, Executives, Controllers, Top Authorized Person in Charge of Accounting and Finance, Authorized Person Directly in Charge of Bookkeeping, Company Secretary."*

(3) Head of Internal Audit

The Audit Committee's Meeting No. 1/2022 on February 28, 2022 resolved to appoint Mr. Nattakan Mungpien as Head of Internal Audit, who is knowledgeable in the Company's operations, corporate governance, risk assessment and internal control at business level and overall, having duty to directly report the audit result to the Audit Committee. The Head of Internal Audit's qualifications are described in Attachment 3 *"Details of Head of Internal Audit and Head of Compliance."*

(4) Head of Compliance

The Company has appointed Ms. Monnira Danwiwat as Head of Compliance of the Company to oversee compliance with rules and regulations of regulatory agencies in connection with the Company's business operations. The Head of Compliance's qualifications are described in Attachment 3 *"Details of Head of Internal Audit and Head of Compliance."*

7.7.2 Head of Investor Relations and Contact Information

To ensure accurate, rapid and transparent disclosure of material information, the Company has appointed Ms. Waraluck Chaisuwan as Chief of Business Development and Investor Relations (Acting) to serve as center for disclosure of material information to shareholders, investors, securities analysts, etc., including the Company's financial and non-financial information, e.g., quarterly operating results and financial statements, quarterly management discussion and analysis, etc., including investor relations activities, such as, meetings with securities analysts and investors, to ensure that such information is regularly, equally and fully made available to shareholders and investors.

Contact the Investor Relations Department at:

Telephone: 0 2855 8285

Email: ir@chase.co.th

Website: www.chase.co.th

Address: 34/6 Chaeng Watthana Road, Khlong Kluea Subdistrict,
Pak Kret District, Nonthaburi Province 11120

7.7.3 Audit Fee

The 2023 Annual Ordinary General Meeting of Shareholders on April 27, 2023 resolved to appoint auditors from PricewaterhouseCoopers ABAS Ltd., certified public accountants approved by the SEC Office, as its auditor for the year 2023, and approved audit fee for the year 2023 in the amount of Baht 2,740,000. In addition, 3 subsidiaries of the Company also appointed auditors from PricewaterhouseCoopers ABAS Ltd. as their auditors for the year 2023, and approved audit fee for the year 2023 in the total amount of Baht 3,258,000. Therefore, the Group's total audit fees amounted to Baht 5,998,000, comprising fees for annual audit and quarterly review of financial statements, excluding other actual expenses (the auditors' traveling and copying costs).

In 2023, the Company and its subsidiaries did not incur any non-audit fee.

8. Report on Corporate Governance Performance

8.1 Summary of Board Performance Last Year

The Board of Directors has established significant policies and strategies to promote transparent administration, develop and improve the Company's competitiveness, and enhance the efficiency of its operations, based on the Corporate Governance Code for Listed Companies 2017 of the SEC Office, the Company's code of conduct, corporate governance and morality principles, through effective management, oversight of sufficiency of internal control system, accurate and complete financial reports in compliance with applicable financial reporting standards, regular risk management, and ongoing capacity building and personnel development.

8.1.1 Nomination, Development and Performance Review of the Board

8.1.1.1 Independent Directors

For the purpose of nomination and appointment of independent directors, the Nomination and Remuneration Committee considers the independence and qualifications of independent directors and proposes the Board to consider such qualifications of candidates for independent directorship based on qualifications and prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992) (as amended), the Securities and Exchange Act B.E. 2535 (1992) (as amended), notifications of the Capital Market Supervisory Board, including applicable notifications, requirements and/or regulations. The Board considers selecting independent directors from their credentials, knowledge, expertise, work experience and other eligibility, and then proposes them to a meeting of shareholders for consideration and appointment as the Company's directors.

The Company requires the Board to include independent directors representing at least one-third of all directors, but not less than 3 independent directors. As at December 31, 2023, the Board consists of 3 independent directors out of 9 directors, representing not less than one-third of all directors. Independent directors must be fully qualified in accordance with the relevant criteria of the Capital Market Supervisory Board, the SEC Office, and applicable laws. The qualifications of the Company's independent directors may be summarized as follows:

- (1) Holding not exceeding 1.0 percent of all voting shares of the Company, its parent company, subsidiary, associated company, major shareholder or controller of the Company, including the shareholding by related person(s) of such independent director;
- (2) Not being or never having been a director involved in administration, employee, staff, consultant with regular salary or controller of the Company, its parent company, subsidiary, associated company, subsidiary in the same tier, major shareholder or controller of the Company, unless such characteristic has lapsed for not less than 2 years, provided that such prohibited characteristic excludes where such independent director was a civil servant or consultant of a government agency which is a major shareholder or controller of the Company;
- (3) Not being a related person by blood or legal registration as parent, spouse, sibling and offspring, including spouse, of another director, executive, major shareholder, controller or candidate to be nominated as director, executive or controller of the Company or its subsidiaries;
- (4) Not having or never having had any business relationships with the Company, its parent company, subsidiary, associated company, major shareholder or controller of the Company in such manner which may discourage an exercise of his/her independent judgment his/her, and not being or never having been a significant shareholder or controller of a person having business relationships with the Company, its parent company, subsidiary, associated company, major shareholder or controller of the Company, unless such characteristic has lapsed for not less than 2 years;
- (5) Not being or never having been an auditor of the Company, its parent company, subsidiary, associated company, major shareholder or controller of the Company, and not being a significant shareholder, controller or partner of an audit firm where such auditor of the Company, its parent company, subsidiary, associated company, major shareholder or controller of the Company belongs, unless such characteristic has lapsed for not less than 2 years;
- (6) Not being or never having been any professional service provider, including legal or financial consultant, who received a service fee over Baht 2 million per year from the Company, its subsidiary, associated company, major shareholder or controller of the Company, and not being a significant shareholder, controller or partner of such professional service provider, unless such characteristic has lapsed for not less than 2 years;
- (7) Not being a director appointed to represent a director of the Company, its major shareholder or shareholder who is related to the Company's major shareholder;

- (8) Not engaging in any business of the same nature as and in significant competition with the Company or its subsidiary, or not being a significant partner in a partnership, or a director involved in administration, employee, staff, consultant with regular salary, or holding over 1.0 percent of all voting shares of another company engaging in any business of the same nature as and in significant competition with the Company or its subsidiary;
- (9) Not having any other characteristics which may discourage independent opinions on the Company's operations.
- (10) In addition, according to the board diversity policy, and the Board Charter, successive tenure of independent directors shall not exceed 9 years from the date of first appointment as independent directors.

8.1.1.2 Nomination of Board and Committee Members and Top Management

In the course of nomination of Board and committee members and top management, the Nomination and Remuneration Committee sets out criteria and procedures for nomination, and nominates Board members, committee members, and the Chief Executive Officer to the Board (for appointment of the Chief Executive Officer) and/or a meeting of shareholders for further consideration and approval (for appointment of Board members).

As at December 31, 2023, the Company had a total of 9 directors, and executives by the definition of "executives" under the Notification of the Securities and Exchange Commission No. KorChor. 17/2551 Re: Determination of Definitions in Notifications relating to Issuance and Offer for Sale of Securities (as amended), with the Chief Executive Officer as top management.

The Company had 2 directors who were representatives from RS Public Company Limited.

In order to comply with the good corporate governance and to support shareholders' involvement, the Company allowed shareholders to nominate candidates for election as the Company's directors at the annual ordinary general meeting of shareholders under the criteria for shareholders' advance nomination of director candidates, which has been disclosed on the Company's website at <https://www.chase.co.th/th/investor-relations/downloads/shareholders-meetings> under Shareholders' Meetings. However, none of the shareholders nominated any candidates for election as the Company's directors at the 2024 Annual Ordinary General Meeting of Shareholders.

According to the board diversity policy and the Nomination and Remuneration Committee Charter, the Nomination and Remuneration Committee has a duty to nominate directors, committee members and senior executives, as summarized below.

- (1) To consider the Board structure and composition in terms of the number of directors to suit business sizes, categories and complexity, in line with business strategies and changing circumstances, and review qualifications of directors, committee members and the Chief Executive Officer in terms of skills, experiences, and expertise in relation to the Company's businesses.
- (2) To consider such suitable and diverse composition that covers the qualifications, knowledge and competencies, a variety of professional skills, specific areas of expertise, gender and age for nomination to be aligned with the Company's business operations by using the Board Skills Matrix. Such diversity shall also extend to backgrounds of education, expertise and experiences, regardless of race, nationality, religion and any other factors.
- (3) To nominate directors and committee members upon retirement by rotation to the Board for consideration, whereby the existing members may be nominated to resume their office, taking into account their performance in such capacity, or invite nominations from shareholders, or use an external firm to recruit or consider candidates from the chartered director pool, or have each director nominate eligible candidates, etc.
- (4) To consider the list of nominated candidates and select those fully qualified to be proposed to the Board of Directors for consideration and appointment and/or to a meeting of shareholders for further consideration and appointment (as the case may be), provided that shareholders shall be provided with sufficient information regarding nominated candidates in support of their decision-making.
- (5) To approach such qualified candidates to ensure that they are willing to hold directorship if appointed by a meeting of shareholders.
- (6) To consider the independence and qualifications of each independent director to ensure that a candidate for independent directorship or such particular independent director is or remains fully qualified in compliance with the applicable rules and/or laws.

- (7) To consider the criteria for nomination of the Chief Executive Officer, recruit, screen and recommend the most suitable and qualified candidate to be appointed as Chief Executive Officer to the Board of Directors for consideration and approval.
- (8) To consider succession planning policy for the Chief Executive Officer.

The Company has set out criteria for consideration, nomination and screening of eligible candidate for appointment as the Chief Executive Officer by taking into account knowledge, competency, diverse professional skills, specific areas of expertise in line with strategies and beneficial to the Company's business operations, knowledge and understanding in the Company's businesses, managerial skills, leadership, business ethics, sustainable development and capability for administration to achieve the objectives and goals set by the Board. In case of the senior executive, the Nomination and Remuneration Committee and the Chief Executive Officer will jointly consider the nomination of the candidate.

The Company has set out criteria for the Chief Executive Officer and the senior executive's directorship in other companies, provided that this must not obstruct his/her performance of duties to the Company, and that such other companies must not engage in the same type of business or compete with the Company's businesses, subject to the Board of Directors' approval prior to acceptance of such directorship.

The information and details relating to the scope, powers, authority and responsibilities of the Nomination and Remuneration Committee Charter are described in Attachment 5 "*Corporate Governance Policy, Code of Conduct, Board Charter and Committee Charters*" which is available on the Company's website at <https://www.chase.co.th/th/corporate-governance/document-download> under Corporate Governance.

Election of Directors

The Company's articles of association set out criteria for election of directors, which may be summarized as follows:

- (1) The shareholders' meeting shall consider electing directors, which shall be composed of not less than 5 directors, and not less than one half of all directors must be resident in Thailand. Directors shall have qualifications as prescribed by laws.
- (2) The Board of Directors shall include independent directors representing at least one-third (1/3) of all directors,
- (3) The election of directors by the shareholders' meeting shall comply with the following criteria and procedures:
 - (3.1) Each shareholder shall have one vote per one share held.
 - (3.2) Each shareholder shall cast all available votes under (1) to elect one or more persons as director(s), but may not allocate his/her votes in any number to any particular person.
 - (3.3) Persons with the highest votes in descending order shall be elected as directors according to the number of directors to be available or elected at that time, and if any persons elected in further descending order have equal votes for the last to be elected, the chairman of the meeting shall have a casting vote.

At every annual ordinary general meeting of shareholders, one-third of the directors at that time shall vacate office. If the number of directors is not a multiple of three, then the number nearest to one-third shall vacate office. In subsequent years, directors with the longest tenure shall vacate office. Upon retirement by rotation, such directors may be re-elected to resume office.

In case of any vacancy on the Board for any reason other than retirement by rotation, the Board, by recommendation of the Nomination and Remuneration Committee, shall appoint a person who is fully qualified without any prohibited characteristics under the law to fill the vacancy, with votes of not less than three-fourths of the number of the remaining directors, except where the remaining tenure of such director is less than 2 months, the replacement director shall hold office only for the remaining tenure of the director whom he/she replaces.

8.1.2 Meeting Attendance and Remuneration of Individual Board Members

Board meeting attendance for 2023 is described below.

Name	Attendance / Total Meetings	
	Board Meetings	Shareholders' Meetings
1. Mr. Pradit Leosirikul	6/6	1/1
2. Mr. Grish Attagrish	6/6	1/1
3. Mrs. Wansuda Thanasaranart	6/6	1/1
4. Mr. Pracha Chaisuwan	6/6	1/1
5. Ms. Waraluck Chaisuwan	6/6	1/1
6. Ms. Suthida Chaisuwan	6/6	1/1
7. Ms. Hathairat Kaewsaeenmuang	6/6	1/1
8. Mr. Surachai Chetchotisak	6/6	1/1
9. Mr. Wittawat Wetchabutsakorn	6/6	1/1

In 2023, the Company held all meetings via electronic media, which were scheduled in advance throughout the year, and all directors were informed of the meeting schedule since late 2022, including delivery of documents at least 5 working days in advance, except in case of urgency.

Monetary Remuneration

The 2023 Annual Ordinary General Meeting of Shareholders resolved to approve remuneration of the Board and committees for 2023 as follows:

Board/Committee ⁽¹⁾	Monthly Remuneration (Baht/month)	Allowance per Meeting (Baht/Meeting)
Board of Directors		
- Chairman	-	25,000
- Director	-	15,000
Audit Committee		
- Chairman	-	25,000
- Member	-	15,000
Nomination and Remuneration Committee		
- Chairman	-	25,000
- Member	-	15,000

Remark: ⁽¹⁾ The Company's executives or staff holding positions as Board and committee members shall not receive remuneration for such positions.

The following table shows monetary remuneration of individual members of the Board and committees from January 1, 2023 – December 31, 2023.

Board/Committee ⁽¹⁾	Board Member (Baht)	Audit Committee Member (Baht)	Nomination and Remuneration Committee Member (Baht)	Total (Baht)
1. Mr. Pradit Leosirikul	150,000	60,000	30,000	240,000
2. Mr. Grish Attagrish	90,000	100,000	-	190,000
3. Mrs. Wansuda Thanasaranart	90,000	60,000	50,000	200,000
4. Mr. Pracha Chaisuwan	-	-	-	-
5. Ms. Waraluck Chaisuwan	-	-	-	-
6. Ms. Suthida Chaisuwan	-	-	-	-
7. Ms. Hathairat Kaewsaeenmuang	-	-	-	-
8. Mr. Surachai Chetchotisak ⁽²⁾	90,000	-	-	90,000
9. Mr. Wittawat Wetchabutsakorn ⁽²⁾	90,000	-	-	90,000

Remark: ⁽¹⁾ The Company's executives or staff holding positions as Board and committee members shall not receive remuneration for such positions.

Other Remuneration

- None -

8.1.3 Oversight of Subsidiaries and Associated Companies

The Company establishes such policy on oversight and management of subsidiaries and associated companies. This is to put in place both direct and indirect measures and mechanisms to enable the Company to oversee and manage businesses of subsidiaries and associated companies, including monitor them to comply with the Company's policies and applicable rules and laws, so as to safeguard the Company's investment and interests in those subsidiaries and associated companies, which will lift the Company's shareholders' confidence, with the details as described in Clause 6.1.1.4 above.

8.1.4 Monitoring of Compliance with Corporate Governance Policy and Practices

(1) Compliance with Corporate Governance Policy and Practices

The Company believes in and incorporates corporate governance in its corporate governance policy as approved by the Board of Directors' meeting. The Company's corporate governance policy relies on the Corporate Governance Code for Listed Companies 2017 prepared by the Office of the Securities and Exchange Commission, with the details as described in Clause 6.1 of this Report.

The Company has guidelines for review, update and revision of the corporate governance policy and practices on a regular basis to be compatible with the organization structure, context, business environment, and to promote understanding and practices for corporate governance policy to directors, executives and staff into practice to build all stakeholders' confidence.

In the past, the Company has regularly monitored and overseen compliance with the corporate governance policy. All directors, executives and staff as well as related persons have strictly complied with the corporate governance policy. Up to December 31, 2023, there were no complaints regarding any violation of the corporate governance policy, and the Company had no argument or dispute with its trading partners.

(2) Compliance with the Policy and Practices on Prevention of Conflicts of Interest

The Company focuses on prevention of conflicts of interest and thus establishes the policy on prevention of conflicts of interest as approved by the Board of Directors' meeting. This is to ensure that transactions are executed transparently and any decisions for business operations are made in the best interests of the Company and its shareholders, taking into account the overall benefits of staff, clients, trading partners and society. Any actions which may give rise to a conflict of interest should be avoided by requiring related or interested persons to inform the Company of their relationships or interest in any transactions to be considered or beneficial, whether directly or indirectly, and such related or interested persons shall not be participated to consider and vote on such matters, with the details as described in Clause 6.1.2.5 of this Report.

In the past, the Company has regularly monitored and overseen compliance with the policy on prevention of conflicts of interest. All directors, executives and staff as well as related persons have strictly complied with the policy on prevention of conflicts of interest. Up to December 31, 2023, there were no complaints and misconduct giving rise to conflicts of interest.

(3) Compliance with Insider Trading Policy and Practices

The Company stresses the importance of use of Inside Information reflected in the insider trading policy as approved by the Board of Directors' meeting to protect rights of shareholders, and build their confidence, and to comply with the Securities and Exchange Act B.E. 2535 (1992) (as amended) and such rules and regulations concerning insider trading, with the details as described in Clause 6.1.2.4 of this Report.

In the past, the Company has regularly monitored and overseen compliance with the insider trading policy. Up until December 31, 2023, there were no complaints and misconduct in connection with insider trading or use of Inside Information for personal gain, including violation of the insider trading policy.

(4) Compliance with Anti-Corruption Policy and Practices

The Company is committed to anti-corruption and thus establishes its anti-corruption policy as approved by the Board of Directors to protect rights of investors and shareholders, and rest them assured that the Company's business operations are transparent and do not tolerate any form of corruption. Any persons who violate or breach the anti-corruption policy shall be subject to disciplinary review under the work rules and regulations of the Company, and if such action is illegal, they shall also be prosecuted under applicable laws.

In the past, the Company has assessed corruption risk in the operational procedures which may be exposed to corruption, required an audit of compliance with the anti-corruption policy as part of the internal audit plan, and provided training on anti-bribery and corruption on a regular basis. Members of the Audit Committee review the sufficiency of the internal control system and report the results thereof to the Board accordingly. In addition, there

are also guidelines for review of practices and requirements of relevant arrangements from time to time to be consistent with changes in businesses, regulations, requirements and provisions of laws. Up to December 31, 2023, there were bribery or corruption cases reported.

Moreover, the Company has declared its intention to participate in the Thai Private Sector Collective Action against Corruption (CAC) Program, including anti-corruption network collaboration with various organizations or units as a driving force in the anti-corruption movement on December 15, 2023. The Company also supports other companies and partners to have and announce anti-corruption policies, as well as to participate in the CAC as change agent.

(5) Whistleblowing

The Company has established the whistleblowing policy as approved by the Board of Directors' meeting to promote and encourage all stakeholders, both inside and outside the organization, to report any finding or complaint about potential violation of rights and injustice, fraud and corruption, illegal actions, or breach of ethics and the code of conduct or applicable rules and regulations. The Company and its subsidiaries welcome any report on actions where stakeholders are affected or risks of potential damage to stakeholders from the operations of the Company or its subsidiaries or the performance of directors, executives, staff or employees of the Company or its subsidiaries against the laws or ethics, including such behaviors giving the impression of fraud, corruption, unequal treatment. Report or complaint about such alleged events may be processed through the following channels:

- | | |
|--|---|
| <ul style="list-style-type: none"> • Mail • Email • The Company's website | Board Chairman or Chairman of the Audit Committee
Chase Asia Public Company Limited and its subsidiaries
34/6 Chaeng Watthana Road, Khlong Kluea Subdistrict,
Pak Kret District, Nonthaburi Province
whistleblowing@chase.co.th
www.chase.co.th |
|--|---|

To assure whistleblowers or complainants of their secure access to the whistleblowing or complaint channels without any risk exposure, the Company shall proceed in accordance with investigation procedures and record investigation results in writing without disclosing their identity, and such reports and complaints shall be kept confidential to prevent any potential impact on whistleblowers or complaints. Should any alleged person be found to have committed fraud, corruption, illegal actions or breach of ethics and the code of conduct or applicable rules and regulations, such person shall be subject to disciplinary review under the work rules and regulations of the Company, and if such action is illegal, they shall also be prosecuted under applicable laws.

Other than the whistleblowing or complaints, the protection of whistleblowers and those who act in good faith, and the prevention of any mistreatment from false whistleblowing or complaints, the Company also implements such practices and measures to ensure the operations follow the basis of morality and code of conduct, transparency and equality without any violation of laws, and fraud and corruption, and provide staff at all levels with knowledge training as guidance for strict compliance.

As at December 31, 2023, there were no reports or complaints about fraud, corruption, illegal actions, human rights violations or breach of ethics and the code of conduct.

8.1.5 Shareholders' Meeting Last Year

The Company held the 2023 Annual General Meeting of Shareholders on April 27, 2023 solely via electronic media in accordance with the Royal Decree on Electronic Conference B.E. 2563 (2020), and the Notification of the Ministry of Digital Economy and Society Re: Standards for Maintaining Security of Meetings via Electronic Means. There were nine out of nine directors attending the Meeting, representing 100% of all directors, and the Company published the meeting documents and video presentations on the Company's website. The Company had no other agenda item which was not stated in advance in the shareholders' meeting agenda.

The Company has facilitated and encouraged the shareholders to attend the meeting by considering granting proxy to the Company's independent director to attend the meeting and cast the votes on behalf of the shareholders if they were unable to attend the meeting in person.

8.1.6 Information Technology System Security

The Company has established the information technology system policy to define a framework and guideline to upgrade the company's IT security standards, including reducing the risk of misuse or downtime, as well as rapid system recovery after downtime.

The management regularly monitors compliance with the said policy and review the relevant rules or guidelines for improvement. This includes the determination of role and permission, the importance level of information, the accountability, identification, and authentication, the assets management, the corporate management, the IT infrastructure management, the software and license management, the malware management, the compliance with laws, the disaster recovery plan, the control of IT outsourcing services, the change management, the access control of data center, the data backup and the recovery plan.

8.2 Report on Audit Committee Performance Last Year

8.2.1 Number of Meetings and Attendance of Individual Audit Committee Members

The Audit Committee's meeting attendance for 2023 is as follows:

Name	Attendance / Total Meetings
1. Mr. Pradit Leosirikul	4/4
2. Mr. Grish Attagrish	4/4
3. Mrs. Wansuda Thanasaranart	4/4

8.2.2 Audit Committee Performance

The Audit Committee performs its duties as described in the Audit Committee Charter, and utilizes their knowledge and competence with due care and independence in the performance of duties. In 2023, the Audit Committee met with the management team, internal auditors and external auditor for a total five occasions, respectively, which may be summarized as follows:

- (1) They reviewed the accuracy, completeness and reliability of quarterly and 2023 annual financial statements and consolidated financial statements of the Company and its subsidiaries, which were reviewed and audited by the auditor in terms of figures and accounting entries in the financial statements, including material issues in the financial statements, to ensure that the Company's financial statements were duly prepared in accordance with generally accepted accounting standards and disclosed sufficient, complete and reliable information.
- (2) They reviewed connected transactions of the Company and its subsidiaries with persons with potential conflicts of interest, and the Audit Committee viewed that such transactions were necessary in the best interests of the Company and its subsidiaries.
- (3) They oversaw the internal audit to be conducted independently by appointing the Company's Head of Internal Audit, and KPMG Phoomchai Business Advisory Co., Ltd., an external firm that provides internal audit services, as the Company's internal auditors to review the sufficiency and suitability of the internal control system. The Audit Committee considered the annual internal audit plan, assessment report on internal control system, and follow-up reports in respect of assessment report on internal control system, and regularly monitored the internal audit performance in collaboration with the Internal Audit Department, and provided suggestions to the internal auditor, to ensure that the internal audit plan proceeded efficiently and effectively. According to the assessment report on internal control system, there were no indicators of fraud or flaws in internal control matters, and the Audit Committee approved the annual internal audit plan for 2023.
- (4) They considered the auditor in terms of reliability, availability of resources in the audit, and experiences of the auditor's personnel, independence, business know-how, and justification of the audit fee, and thus approved the appointment of auditors from PricewaterhouseCoopers ABAS Ltd., namely (1) Mr. Sa-Nga Chokenitisawat, CPA No. 11251; (2) Mr. Krit Chatchawalwong, CPA No. 5016; and (3) Mr. Kan Tanhawirat, CPA No. 10456, as the Company's auditors, and either of them shall conduct an audit and provide an opinion on the Company's annual financial statements for 2023, and fixed the audit fee for 2023, to be submitted to the Board's meeting and the 2023 Annual Ordinary General Meeting of Shareholders for consideration and approval.
- (5) They commented on the review of the Audit Committee Charter to be in line with current circumstances.

In 2023, the Audit Committee, comprising non-executive directors, attended a meeting with the auditor and head of the Internal Audit Department, without the presence of the management team, for discussion on key issues in respect of the Company's business operations. The Audit Committee's meeting reported the results of such discussion to the Chief Executive Officer for information.

8.3 Summary of Other Committee Performance

8.3.1 Number of Meetings and Attendance of Other Committee Members

(1) Nomination and Remuneration Committee

The Nomination and Remuneration Committee's meeting attendance for 2023 is as follows:

Name	Attendance / Total Meetings
1. Mrs. Wansuda Thanasaranart	2/2
2. Mr. Pradit Leosirikul	2/2
3. Ms. Hathairat Kaewsaenmuang	2/2

(2) Executive Committee

The Executive Committee's meeting attendance for 2023 is as follows:

Name	Attendance / Total Meetings
1. Mr. Pracha Chaisuwan	22/22
2. Ms. Waraluck Chaisuwan	22/22
3. Ms. Suthida Chaisuwan	21/22
4. Mr. Surachai Chetchotisak	9/22
5. Mr. Wittawat Wetchabutsakorn	22/22
6. Ms. Hathairat Kaewsaenmuang	22/22

(3) Risk Management Committee

The Risk Management Committee's meeting attendance for 2023 is as follows:

Name	Attendance / Total Meetings
1. Ms. Hathairat Kaewsaenmuang	1/1
2. Ms. Waraluck Chaisuwan	1/1
3. Ms. Suthida Chaisuwan	1/1

(4) Corporate Governance and Sustainable Development Committee

The Corporate Governance and Sustainable Development Committee's meeting attendance for 2023 is as follows:

Name	Attendance / Total Meetings
1. Ms. Waraluck Chaisuwan	1/1
2. Ms. Hathairat Kaewsaenmuang	1/1
3. Ms. Suthida Chaisuwan	1/1

8.3.2 Other Committee Performance

8.3.2.1 Nomination and Remuneration Committee

In 2023, the Nomination and Remuneration Committee performed its duties as described in the Nomination and Remuneration Committee Charter, which may be summarized as follows:

- (1) They nominated candidates for directors due to retire by rotate based on their performance of duties during their tenure to a meeting of the Board and shareholders for consideration and approval.
- (2) They fixed remuneration of the Board, committees and the Chief Executive Officer for 2023 to be appropriate and aligned with the Company's strategies and long-term goals, considering their burdens, duties, scope, roles and responsibilities, including expected benefits, in comparison with information on remuneration of other companies in similar industry, and proposed the same to a meeting of the Board and shareholders for consideration and approval.
- (3) They commented on the granting of the right to subscribe for newly issued ordinary shares to related persons who are directors and executives of the Company, and criteria for allocation of shares to related persons who are directors and executives of the Company, and employees of the Company and/or its

subsidiaries who are entitled to be allocated, as well as the ceiling of the value of shares to be allocated, including the relevant authorizations, under the Company's initial public offering plan.

- (4) They commented on the performance review of the Board, committees and the Chief Executive Officer.
- (5) The Committee commented on the review of the succession plan policy and report on the implementation of the succession plan policy.
- (6) The Committee commented on the review of the Nomination and Remuneration Committee Charter.

8.3.2.2 Executive Committee

In 2023, the Executive Committee performed its duties according to the Executive Committee Charter, which may be summarized as follows:

- (1) They considered monthly and yearly development in business operations, including tentative development and implementation of business plans in the future.
- (2) They oversaw and provided consultation regarding business operations of the Company and its subsidiaries in compliance with policies, goals and operational plans, and monitored management of budgets for investment projects of the Company and its subsidiaries as approved by the Board to proceed efficiently and effectively through monthly monitoring of the Company's overall performance, to drive the Company's businesses towards its designated goals.
- (3) They approved transactions in the ordinary course of business according to the Company's operational plan.
- (4) They reviewed the Company's vision, mission, goals and strategies in its operations, and ensured that the Company's strategies were put into practice via monthly performance reports.
- (5) They screened the annual business plan and budget to be aligned with the Company's objectives, vision, mission, policies, key goals and business strategies.
- (6) They conducted feasibility studies on new projects and investment in various projects, including execution of legal transactions in connection with such matters.
- (7) They approved the execution of financial transactions with financial institutions.
- (8) They commented on the review of the Executive Committee Charter.

8.3.2.3 Risk Management Committee

In 2023, the Risk Management Committee performed its duties according to the Risk Management Committee Charter, which may be summarized as follows:

- (1) They acknowledged the Risk Management Committee Charter, the appointment of the Chairman of the Risk Management Committee, and appointed the secretary to the Risk Management Committee.
- (2) They reviewed the Group's risk management framework in line with the risk management policy so as to assess, monitor and control risk appetite in the respective areas.
- (3) They reviewed the risk management policy and plan to ensure their efficiency.
- (4) They set out and reviewed the composition, power, authority and responsibility, including the risk management team charter.
- (5) They oversaw and monitored the compliance with the approved risk management policy and plan.
- (6) They reviewed the risk assessment results for the year 2023, prepared by the risk management team, which covers, among others, strategic risk, operational risk, liquidity risk, reputation risk, legal compliance risk, corruption risk and sustainability risk.
- (7) They assessed the adequacy of strategies in response to risks and the efficiency of risk management to maintain the corporate risk appetite, and presented the same to the Audit Committee for review and comment for further submission to the Board for consideration and approval.

- (8) They reported the results of risk management, implementation and status of the Group, and changes, including areas of improvement, to be aligned with business strategies and goals, to the Executive Committee and/or the Audit Committee.
- (9) They followed up the handling of risk issues, which covered strategic risk, operational risk, financial risk, compliance risk, social and environmental conduct risk, and emerging risks, and the sufficiency and efficiency of the risk management system.

8.3.2.4 Corporate Governance and Sustainable Development Committee

In 2023, the Corporate Governance and Sustainable Development Committee performed its duties according to the Corporate Governance and Sustainable Development Committee Charter, which may be summarized as follows:

- (1) They acknowledged the Corporate Governance and Sustainable Development Committee Charter, the appointment of the Chairman of the Corporate Governance and Sustainable Development Committee, and appointed the secretary to the Corporate Governance and Sustainable Development Committee, and appointed the corporate governance and sustainable development team.
- (2) They participated in the program for development of quality of sustainability reports for listed company, hosted by the Stock Exchange of Thailand ("SET") in association with Thailand Capital Market Development Fund (CMDf), and benefited from discussions and in-depth suggestions from consultants regarding management and analysis of material topics of sustainability for business strategies, guidelines for sustainability disclosure and reporting, tools for storage and handling of sustainability data in line with the SET ESG Metrics, as well as the technical review of the Company's sustainability information before reporting and publication.
- (3) They reviewed and revised the corporate governance and sustainable development policy, goals and practices to be practical to the business circumstances and in line with the laws, international best practices, and suggestions by relevant regulatory agencies.
- (4) They ensured the application of the corporate governance and sustainable development policy and practices to the Group's ongoing development.
- (5) They reported the corporate governance and sustainable development progress and performance to the Board.
- (6) They set out guidelines for disclosure of the corporate governance and sustainable development report in the annual registration statement/annual report (Form 56-1 One Report) and/or the Sustainability Report of the Company.
- (7) They promoted a culture of good corporate governance and sustainable development in the organization.

8.4 Performance Review of the Board, Committee and Chief Executive Officer for 2022

In compliance with the good corporate governance, the Company requires performance review of the Board, Sub-Committees, including their individual performance review, and the Chief Executive Officer, to consider their performance, problems and obstacles each year for the purpose of development and improvement in various areas, by way of self-evaluation, to be conducted at least once a year, both as a group and on an individual basis, in December, and reported to the Board for information. The performance review checklists are based on such forms prepared by the Stock Exchange of Thailand and the Thai Institute of Directors. Such forms cover the following topics:

8.4.1 Performance Review of the Board

- (1) Structure and qualifications of the Board
- (2) Role, duties and responsibilities of the Board
- (3) Board meetings and directors' performance
- (4) Relationship with the management team
- (5) Director and executive development
- (6) Performance efficiency
- (7) Company Secretary's performance

8.4.2 Performance Review of the Committees (namely, the Audit Committee, the Nomination and Remuneration Committee, and the Executive Committee)

- (1) Structure and qualifications of the committees
- (2) Roles, duties and responsibilities of the committees
- (3) Committees' meetings and their members' performance
- (4) Performance efficiency
- (5) Secretary's performance
- (6) Performance of the Internal Audit Unit (for the Audit Committee)

Remark: The performance review of the Risk Management Committee and the Corporate Governance and Sustainable Development Committee will start in 2024 as both committees have been appointed on August 11, 2023, and held only one meeting throughout the year 2023.

8.4.3 Performance Review of the Chief Executive Officer

- (1) Leadership
- (2) Strategy setting
- (3) Compliance with strategies
- (4) Financial planning and performance
- (5) Relationships with the Board
- (6) Relationships with third parties
- (7) Administration and relations with personnel
- (8) Succession planning
- (9) Knowledge about products and services
- (10) Personality

The procedures for performance review of the Board, committees and the Chief Executive Officer by way of scoring define standard reading for directors, committee members and the Chief Executive Officer to compare results in each topic or each year, with a score of 1 or 2 or 3 or 4 or 5 (1 is strongly disagree/lowest score and 5 is strongly agree/highest score), and use these scores to find an average score of the Board, committees and the Chief Executive Officer.

Scoring criteria is a percentage of full score in each topic, namely:

-	Over 90%	=	Excellent
-	More than 80% but not exceeding 90%	=	Very good
-	More than 70% but not exceeding 80%	=	Good
-	More than 60% but not exceeding 70%	=	Fair
-	Below 60%	=	Need improvement

The performance review of the Board, the Sub-Committees and the Chief Executive Officer for the year 2023 may be summarized as follows:

Types of Performance Review	Average Score	Result
Self-evaluation of the Board (Group)	93.86%	Excellent
Self-evaluation of the Board (Individual)	91.35%	Excellent
Self-evaluation of the Audit Committee (Group)	84.17%	Very good
Self-evaluation of the Audit Committee (Individual)	91.11%	Excellent
Self-evaluation of the Nomination and Remuneration Committee (Group)	79.58%	Good
Self-evaluation of the Nomination and Remuneration Committee (Individual)	83.08%	Very Good
Self-evaluation of the Executive Committee (Group)	98.33%	Excellent
Self-evaluation of the Executive Committee (Individual)	98.89%	Excellent
Self-evaluation of the Chief Executive Officer	98.28%	Excellent

The meetings of the Nomination and Remuneration Committee and the Board of Directors have acknowledged the said performance review and will consider the review to further develop and improve the effectiveness of the Board of Directors' performance.

9. Internal Control and Connected Transactions

9.1 Internal Control

9.1.1 Board Opinion on Internal Control System

The Company is well aware of the significance of effective and sufficient internal control system to oversee its operations in compliance with goals, objectives, laws and applicable requirements, in order to prevent and manage risks or damage which may arise to the Company and stakeholders, and protect its assets from fraud and damage, as well as prepare accurate and reliable accounting reports.

The Board of Directors' Meeting No. 1/2024 on February 28, 2024 considered and reviewed the sufficiency of the internal control system for 2023 of the Group by way of interviews with the management team and an independent internal control system auditor of the Group, and also considered approving the assessment form on sufficiency of the internal control system, which was reviewed by the Audit Committee. The Board considered the Group's internal control system in 5 components according to the framework of the Committee of Sponsoring Organizations of Treadway Commission ("COSO"), namely:

- (1) Control Environment;
- (2) Risk Assessment;
- (3) Control Activities;
- (4) Information and Communication;
- (5) Monitoring Activities.

The Board viewed that the Group's internal control system was sufficient and efficient for its business operations. The Company and its subsidiaries provided sufficient manpower to efficiently implement the system. The Company's internal control system also sufficiently extended to monitoring and oversight of its subsidiaries' operations, prevention of misuse or unauthorized use of assets of the Company and its subsidiaries by directors or executives, including transactions with persons with potential conflicts of interest and connected persons. With regard to other internal control matters, the Board also viewed that the internal control was sufficient. The Auditor Committee had no other observations than those of the Board.

9.1.2 Internal Auditor's Report on Internal Control System

In 2023, the Company appointed KPMG Phoomchai Business Advisor as its independent internal control system auditor to conduct an audit of the internal control systems of the Company and its subsidiaries. KPMG Phoomchai Business Advisory Co., Ltd. conducted the audit of the Company's internal control system at organizational level covering all five components of the internal control systems of the Company, RWAY, CFAM and COURTS, namely (1) Control Environment; (2) Risk Assessment; (3) Control Activities; (4) Information and Communication; and (5) Monitoring Activities. It also reviewed the operational effectiveness and efficiency of the Company and its subsidiaries, which covered such 4 core business processes, by manual control and automated control, as follows:

- (1) Debt collection and litigation follow-up, and revenue collection services;
- (2) Procurement and payments;
- (3) Human resource management;
- (4) General IT control.

KPMG Phoomchai Business Advisory Co., Ltd. reported the internal control system assessment for 2023 to the Audit Committee in its Meeting No. 3/2023 on August 11, 2023, and its Meeting No. 4/2023 on November 13, 2023. The Audit Committee then reported such assessment to the Board of Directors' Meeting for consideration and acknowledgment. KPMG Phoomchai Business Advisory Co., Ltd. found material issues of low to moderate level which may affect the effectiveness of performance, although without any impact on the accuracy of the financial report, and OFI (Opportunity for Improvement) issues, which have been partially improved by action plans, and the progress of which has been reported to the Audit Committee in its Meeting No. 1/2024 on February 28, 2024. The Audit Committee and the Board considered such report and viewed that the Company's internal control system in its operations was appropriate and sufficient.

9.2 Head of Internal Audit of the Company

The Audit Committee's Meeting No. 1/2023 on February 28, 2023 resolved to approve the appointment of KPMG Phoomchai Business Advisory Co., Ltd., an outsource entity, as its internal control system auditor, and authorized Mr. Nattakan Mungpien to act as Head of Internal Audit to be in directly charge of the performance of duties as the Company's internal auditor, prepare reports and provide suggestions for improvement in line with the Company's internal control policy and plan. The Audit Committee considered the qualifications of Mr. Nattakan Mungpien and viewed that he was sufficiently suitable to perform such duties given his education, experience and sufficient training for the performance of the Company's internal control system audit.

The consideration and approval of appointment, removal and transfer of the Company's internal auditor shall require approval from the Audit Committee. The qualifications of the Head of Internal Audit of the Company are described in Attachment 3.

9.3 Connected Transactions

9.3.1 Persons with Potential Conflicts of Interest

Persons with potential conflicts of interest with the Company who have executed transactions with the Company and its subsidiaries for the fiscal year ended December 31, 2023, may be summarized as follows:

Persons with Potential Conflicts of Interest	Nature of Business	Relationships with the Company
1. Mr. Pracha Chaisuwan	-	Mr. Pracha Chaisuwan is a director, executive and major shareholder of the Company, representing 51.4 percent (as of December 31, 2023).
2. Sutha Group of Persons and Associates	-	Mr. Sutha Maneeprom is a younger brother of Mr. Pracha Chaisuwan, who is a director, executive and major shareholder of the Company.
3. Ms. Waraluck Chaisuwan	-	Ms. Waraluck Chaisuwan is a director and executive of the Company.
4. RS Public Company Limited	Commerce	Mr. Surachai Chetchotisak, a director of the Company, is also a director, executive and major shareholder of RS Public Company Limited, and Mr. Wittawat Wetchabutsakorn, a director of the Company, is also a director and executive of RS Public Company Limited.

9.3.2 Connected Transactions

Connected transactions of the Company and its subsidiaries and persons with potential conflicts of interest for the fiscal year ended December 31, 2023, may be summarized as follows:

Nature of Connected Transactions	Persons with Potential Conflicts of Interest	Value (Baht)	Necessity and Justifications	Opinion of the Audit Committee
1. Rent expenses	<u>Mr. Pracha Chaisuwan</u> - Finance costs - Lease liabilities	460,597.00 7,816,199.93	- The Group entered into a total of 13 building lease agreements with Mr. Pracha Chaisuwan as its branch offices. The rental rates of all agreements were comparable with rental rates in nearby locations. The lease agreements have a term of 3 years from the execution dates.	- This is a real property lease transaction by the Group, while the rental rates were comparable with rental rates of nearby office buildings. - The Audit Committee thus considered such transaction to be justifiable and reasonable.
	<u>Sutha Group of Persons and Associates</u> - Finance costs - Lease liabilities	20,047.53 332,739.26	- The Group took on lease of office building space from Sutha Group of Persons and Associates as one of its branch office located in Khon Kaen Province. The rental rate was comparable with rental rates of nearby buildings.	- This is a real property lease transaction by the Group, while the rental rate was comparable with rental rates of nearby locations. - The Audit Committee thus considered such transaction to be justifiable and reasonable.
2. Service fee paid	<u>RS Public Company Limited</u> - Advertisement and public relations expense	3,025,000.50	- The Company engaged RS Public Company Limited to provide public relations and communication services on CHASE IPO, i.e., preparation of press release, organization of Roadshow, First Trading Day Event, etc.. The Company received such public relations services and made payments in full.	- This is a transaction in support of the initial public offering of securities according to the Company's plan, with the price and commercial terms on an arm's length basis. The Audit Committee thus considered such transaction to be justifiable and reasonable.
3. Rent and service fee revenue	<u>Ms. Waraluck Chaisuwan</u> - Other revenue - Other accounts receivable	15,500.00 15,934.00	- The Company entered into lease and service agreements with Ms. Waraluck Chaisuwan for certain areas in front of Chaeng Watthana Office Building and common area services. The rental and service fee rates were comparable with rental and service fee rates in nearby locations. The lease and service agreements have a term of 1 year from the execution dates.	- This is a real property lease transaction by the Group, while the rental rate was comparable with rental rates of nearby locations. - The Audit Committee thus considered such transaction to be justifiable and reasonable.

9.3.3 Guarantee

Guarantee of the Group and its subsidiaries with persons with potential conflicts of interest with the Company as of December 31, 2023, may be summarized as follows:

Guarantor	Description	Facility Amount (Million Baht)	Outstanding Balance (Million Baht)	Necessity and Justifications	Opinion of the Audit Committee
Mr. Pracha Chaisuwan	Mr. Pracha Chaisuwan and Ms. Waraluck Chaisuwan provided personal guarantee and/or cash and/or personal land as collateral with commercial banks to secure loans to the Company and its subsidiaries.	1,296.31	397.93	<ul style="list-style-type: none"> - The Group borrowed loans from five commercial banks as its working capital, for investment in its business operations, and payment of building construction and improvement costs. Such loans were collateralized by personal assets of Mr. Pracha Chaisuwan and Ms. Waraluck Chaisuwan. - Such guarantee was provided without any guarantee fee. 	- This is a transaction in which the Group received financial assistance as necessary for and beneficial to its business operations.
Ms. Waraluck Chaisuwan					

Measures or Procedures for Approval of Connected Transactions

The Company had the Board of Directors consider reviewing the connected transaction policy, including criteria for connected transactions, to ensure that connected transactions of the Company and its subsidiaries with persons or legal entities with potential conflicts of interest are transparent, and to protect the interests of the Company and its subsidiaries, which may be summarized as follows:

The execution of connected transactions or related party transactions of the Company and its subsidiaries comply with the criteria under the Securities and Exchange Act B.E. 2535 (1992) (as amended) and the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions, as well as the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, including applicable rules and regulations of the Office of the Securities and Exchange Commission, and of the Stock Exchange of Thailand, and also comply with the requirements for disclosure of connected transactions in the notes to the financial statements audited by the Company's auditor, and the Annual Registration Statement/Annual Report (Form 56-1 One-Report).

In the event where the Company is required by law to obtain approval from a meeting of the Board of Directors or a meeting of shareholders prior to executing any connected transaction, the Company shall have its Audit Committee consider and provide an opinion on such transaction. Such opinion of the Audit Committee shall be proposed to the meeting of the Board of Directors or shareholders, as applicable, to ensure that the proposed transaction is executed in the Company's best interests.

In case of connected transactions of the Company and its subsidiaries with persons with potential conflicts of interest, interested persons, or those who may have conflicts of interest in the future, the Audit Committee shall provide opinions on necessity of transactions and price justifications, considering conditions in the ordinary course of business in the industry, and price comparison with third parties or market price. In any areas outside the Audit Committee's expertise to consider potential connected transactions, the Company shall cause an independent expert or the Company's auditor to provide an opinion on such transactions in support of the decision-making by the Audit Committee, the Board or the shareholders, as applicable. Interested directors shall not be eligible to vote on such transactions. Connected transactions shall also be disclosed in the notes to the financial statements audited or reviewed by the Company's auditor and the Annual Registration Statement/Annual Report (Form 56-1 One-Report).

Basically, the management team is empowered to approve such transactions, provided that they contain the same commercial terms as those an ordinary person would agree with any contractual party on the basis of commercial negotiation without any influence from their status as directors, executives or related persons, and the Company shall prepare a summary of such transactions for report to a meeting of the Audit Committee and the Board of Directors.

Opinion of Independent Directors on Connected Transactions

They have no opinion different from those of the Board.

9.3.4 Future Trend of Connected Transactions

The Company shall execute connected transactions and related party transactions based on the following criteria:

- (1) Such transactions shall proceed in compliance with the Company's policies, the securities and exchange laws, requirements, notifications, orders or regulations of the Stock Exchange of Thailand, the Office of the Securities and Exchange Commission and/or the Capital Market Supervisory Board, as well as the requirements to disclose such transactions of the Company or its subsidiaries according to the accounting standards issued by the Federation of Accounting Professions, and other applicable criteria. Provided that such transactions are not executed to transfer or shift benefits between the Company or its shareholders, but are executed after the Company has considered them to be in the best interests of the Company and its shareholders.
- (2) In case of transactions in the ordinary course of business or support business, which are expected to continue in the future, the Company shall comply with the criteria and practices for general commercial terms by referring to such prices and conditions which are justifiable and fair, reasonable and auditable. Such transactions shall be executed on the basis of general commercial terms as approved by the Board of Directors' meeting. In this connection, the management team shall prepare a summary of such transactions for report to the Audit Committee's meeting every quarter in support of the preparation of the Annual Registration Statement/Annual Report (Form 56-1 One-Report).
- (3) Disclosure of connected transactions or related party transactions by the Company shall comply with the laws and regulations issued by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand, as well as the Federation of Accounting Professions' accounting standards applicable to the Company or its related parties.

Part 3

Financial Statements

Report on the Board of Directors' Responsibilities for Financial Reporting

The consolidated financial statements of Chase Asia Public Company Limited and its subsidiaries have been prepared in accordance with applicable laws, rules and regulations of the Securities and Exchange Commission and the financial reporting standards issued by the Federation of Accounting Professions, as well as the laws relating to accounting and generally accepted accounting practices in Thailand.

The Board of Directors is responsible for financial reporting of Chase Asia Public Company Limited and its subsidiaries, including financial information disclosed in the Annual Report, to ensure that they present fairly, in all material aspects, its financial position, operating results and cash flows. Accounting entries have been recorded accurately, completely and sufficiently to safeguard its assets and prevent fraud and unusual transactions. For the purpose of financial reporting, appropriate accounting policies are used and consistently adhered to in accordance with the financial reporting standards, and material information is sufficiently disclosed in the notes to the financial statements, whereby the auditor has provided an unqualified opinion on the financial statements of Chase Asia Public Company Limited and its subsidiaries in the Auditor's Report.

The Board of Directors has appointed the Audit Committee consisted of independent directors to oversee the financial statements, assess the internal control and internal audit systems to be efficient and effective, and its opinions are presented in the Audit Committee's Report as part of Form 56-1 One Report/Annual Report.

The Board of Directors views that the Company's internal control and internal audit systems serve to ensure that the financial statements of Chase Asia Public Company Limited and its subsidiaries for the year ended December 31, 2023 present fairly, in all material aspects, the financial position, operating results and cash flows in accordance with the financial reporting standards and duly comply with applicable laws, rules and regulations.

Mr. Pradit Leosirikul
Chairman of the Board of Directors

Mr. Pracha Chaisuwan
Chief Executive Officer

CHASE ASIA PUBLIC COMPANY LIMITED**CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS****31 DECEMBER 2023**

Independent Auditor's Report

To the shareholders and the Board of Directors of Chase Asia Public Company Limited

My opinion

In my opinion, the consolidated financial statements and the separate financial statements present fairly, in all material respects, the consolidated financial position of Chase Asia Public Company Limited (the Company) and its subsidiaries (the Group) and the separate financial position of the Company as at 31 December 2023, and its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with Thai Financial Reporting Standards (TFRS).

What I have audited

The consolidated financial statements and the separate financial statements comprise:

- the consolidated and separate statements of financial position as at 31 December 2023;
- the consolidated and separate statements of comprehensive income for the year then ended;
- the consolidated and separate statements of changes in equity for the year then ended;
- the consolidated and separate statements of cash flows for the year then ended; and
- the notes to the consolidated and separate financial statements, which include significant accounting policies and other explanatory information.

Basis for opinion

I conducted my audit in accordance with Thai Standards on Auditing (TSAs). My responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the consolidated and separate financial statements section of my report. I am independent of the Group and the Company in accordance with the Code of Ethics for Professional Accountants including Independence Standards issued by the Federation of Accounting Professions (TFAC Code) that are relevant to my audit of the consolidated and separate financial statements, and I have fulfilled my other ethical responsibilities in accordance with the TFAC Code. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key audit matters

Key audit matters are those matters that, in my professional judgement, were of most significance in my audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of my audit of the consolidated and separate financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

Key audit matter	Audit procedure
<p><i>Interest income from loans to non-performing assets</i></p> <p>Referring to the note to the financial statements no. 4.19 for Accounting policies related to Revenue recognition and note to the financial statements no. 24 for interest income, net, which interest income from loans to non-performing assets in the consolidated financial statements for the year ended 31 December 2023 amounting to Baht 464.92 million contributed 68.22% to the Group's total revenues. The Group recognised interest income from loans to non-performing assets based on estimated future cash inflow. This was determined by the quality, type and age of debt, referring to historical records of debt collection discounted with the credit-adjusted effective interest rate.</p> <p>I focussed on auditing interest income from loans to non-performing assets because the calculation of the credit-adjusted effective interest rate for each debtor, which used in interest recognition, required management's judgement in determining the assumptions to be used in estimated future cash inflows and the expected period that would receive a payment from debtor in order to develop the model for each group of debtors with similar characteristics. In addition, the interest income from loans to non-performing assets is material to the consolidated financial statements.</p>	<p>I obtained an understanding, evaluated, and validated, by sampling basis, the effectiveness of the internal controls relevant to interest income from loans to non-performing assets cycle by inquiring of management to understand the methods applied by management in recognition of interest income, evaluated the appropriateness of basis applied in the determination of estimated future cash inflows and the credit-adjusted effective interest rate.</p> <p>I tested, on a sampling basis, the effectiveness of the calculation of the credit-adjusted effective interest rate. I, including reviewed on whether the calculation of the estimated future cash inflow and the expected period that would receive a payment from each debtor, were consistent with the model. I tested, on a sampling basis, the accuracy of the data used in the model, evaluated of the appropriateness of other factors that affected the estimated future cash inflow, reviewed of the accounting records, and performed the cut-off procedure to test whether interest income was recognised in a proper period.</p> <p>Moreover, I performed analytical procedures on interest income and tested, on a sampling basis, the accounting records of interest income from loans to non-performing assets.</p> <p>From the above procedures, I found no material errors.</p>

Key audit matter	Audit procedure
<p><i>Allowance for expected credit losses of loans to non-performing assets</i></p> <p>Referring to the note to the financial statements no. 4.4 for Accounting policies related to Loans to non-performing assets, the Group recognised allowance for expected credit losses of loans to non-performing assets when it was anticipated that discounted cash flows for the present values of receivables were lower than the carrying value.</p> <p>Referring to the note to the financial statements no. 13 for Loans to non-performing assets, net, as at 31 December 2023, total balance of loans to non-performing assets and accrued interest income reported in the consolidated financial statements were Baht 3,505.03 million. The allowances for expected credit losses were Baht 805.39 million, which represented 22.98% of loans to non-performing assets and accrued interest income.</p> <p>I focussed on auditing allowance for expected credit losses of loans to non-performing assets because an allowance for expected credit losses needed to the develop a complex calculation model and it required management's significant judgment and estimation to development of the models. In addition, such allowance for expected credit losses was significant to the consolidated financial statements.</p>	<p>I understood the principle and assumption that management used to applied to the development of the model and to recognise the allowance for expected credit losses of loans to non-performing assets.</p> <p>I reviewed and evaluated the process for developing a model, reviewed the supporting document for model development. I tested, on a sampling basis, the accuracy of the data used in the model, evaluate the calculation method, assumptions and reasonableness of the model, accounting record for allowance for expected credit losses of loans to non-performing assets and validated the internal controls relevant to repayment from each debtor by sampling basis.</p> <p>I tested, on a sampling basis, a sufficiency of allowance for expected credit losses of loans to non-performing assets at the period-end date, an accuracy and completeness of data used in the calculation method, the classification of loans, the collateral value, estimated future cash inflow and the expected period that would receive a payment from each debtor, and tested the calculation of the allowance of expected credit losses.</p> <p>From the above procedures, I found that the assumptions used to estimate the allowance for the expected credit losses are reasonable according to the supporting evidence.</p>

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated and separate financial statements and my auditor's report thereon. The annual report is expected to be made available to me after the date of this auditor's report.

My opinion on the consolidated and separate financial statements does not cover the other information and I will not express any form of assurance conclusion thereon.

In connection with my audit of the consolidated and separate financial statements, my responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or my knowledge obtained in the audit, or otherwise appears to be materially misstated.

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to the audit committee.

Responsibilities of the directors for the consolidated and separate financial statements

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with TFRS, and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group and the Company or to cease operations, or has no realistic alternative but to do so.

The audit committee assists the directors in discharging their responsibilities for overseeing the Group's and the Company's financial reporting process.

Auditor's responsibilities for the audit of the consolidated and separate financial statements

My objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with TSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

As part of an audit in accordance with TSAs, I exercise professional judgement and maintain professional scepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with the audit committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide the audit committee with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with the audit committee, I determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

PricewaterhouseCoopers ABAS Ltd.

Sa-nga Chokenitisawat

Certified Public Accountant (Thailand) No. 11251

Bangkok

28 February 2024

Chase Asia Public Company Limited
Statements of Financial Position
As at 31 December 2023

		Consolidated		Separate	
		financial statements		financial statements	
		31 December 2023	31 December 2022	31 December 2023	31 December 2022
Notes		Baht	Baht	Baht	Baht
Assets					
Current assets					
Cash and cash equivalents	9	135,196,891	115,209,373	61,087,304	3,380,038
Short-term investments		100,571	100,074	100,571	100,074
Trade and other receivables, net	11	95,329,549	91,127,080	37,150,547	55,393,940
Short-term loans to related parties	31.3	-	-	2,042,260,243	804,000,000
Current portion of loans to customers, net	14	208,433,853	205,990,052	-	-
Other current assets		4,873,577	8,289,167	496,219	3,612,083
Total current assets		443,934,441	420,715,746	2,141,094,884	866,486,135
Non-current assets					
Restricted deposits at financial institutions	10	1,394,035	1,091,812	1,394,035	1,091,812
Loans to non-performing assets, net	13	2,699,641,310	1,780,755,041	-	-
Loans to customers, net	14	103,202,153	145,857,226	-	-
Investment in subsidiaries	15	-	-	1,099,729,005	1,099,729,005
Foreclosed assets, net		20,539,507	20,719,279	-	-
Property, plant and equipment, net	16	443,419,722	408,355,974	436,193,293	401,061,398
Right-of-use assets, net	16	12,200,069	11,936,837	10,389,656	10,197,597
Intangible assets, net		15,436,342	18,894,561	15,436,341	18,894,560
Deferred tax assets	17	134,840,011	122,205,672	2,808,159	2,484,556
Other non-current assets		856,274	836,272	790,421	780,421
Total non-current assets		3,431,529,423	2,510,652,674	1,566,740,910	1,534,239,349
Total assets		3,875,463,864	2,931,368,420	3,707,835,794	2,400,725,484

The accompanying notes are an integral part of these consolidated and separate financial statements.

Chase Asia Public Company Limited

Statements of Financial Position (Cont'd)

As at 31 December 2023

	Notes	Consolidated financial statements		Separate financial statements	
		31 December 2023	31 December 2022	31 December 2023	31 December 2022
		Baht	Baht	Baht	Baht
Liabilities and equity					
Current liabilities					
Trade and other payables	18	18,573,543	20,469,746	16,314,151	17,782,135
Payables from purchase of loans to non-performing assets	19	25,358,611	46,720,000	-	-
Short-term borrowings from financial institution	20	-	461,946,609	-	-
Current portion of long-term borrowings from financial institutions	20	128,959,040	109,716,461	68,993,477	45,739,852
Current portion of lease liabilities	20	3,275,293	3,136,589	3,662,254	3,311,089
Current portion of software license liabilities		3,088,825	2,841,536	3,088,825	2,841,536
Income tax payables		17,174,295	22,018,346	-	7,928,193
Other current liabilities		5,555,730	-	5,507,634	-
Total current liabilities		201,985,337	666,849,287	97,566,341	77,602,805
Non-current liabilities					
Long-term borrowings from financial institutions	20	267,930,994	172,303,810	166,224,775	119,479,687
Lease liabilities	20	9,329,196	9,305,800	6,938,331	7,190,388
Software license liabilities		1,919,304	4,892,052	1,919,304	4,892,052
Employee benefit obligations	21	14,538,325	12,988,095	13,780,192	11,908,093
Other non-current liabilities		66,250	5,291,250	-	5,225,000
Total non-current liabilities		293,784,069	204,781,007	188,862,602	148,695,220
Total liabilities		495,769,406	871,630,294	286,428,943	226,298,025

The accompanying notes are an integral part of these consolidated and separate financial statements.

Chase Asia Public Company Limited
Statements of Financial Position (Cont'd)
As at 31 December 2023

	Notes	Consolidated		Separate	
		financial statements		financial statements	
		31 December	31 December	31 December	31 December
		2023	2022	2023	2022
		Baht	Baht	Baht	Baht
Liabilities and equity (Cont'd)					
Equity					
Share capital	22				
Authorised share capital					
1,985,441,800 ordinary shares at					
a par value of Baht 0.50 each		992,720,900	992,720,900	992,720,900	992,720,900
Issued and paid-up share capital					
1,985,441,800 ordinary shares at					
paid-up, Baht 0.50 each		992,720,900		992,720,900	
(2022 : 1,568,441,800 ordinary shares at			784,220,900		784,220,900
paid-up, Baht 0.50 each)					
Share premium, net	22	1,644,015,614	665,586,405	1,644,015,614	665,586,405
Discount from business combinations					
under common control		(328,956,901)	(328,956,901)	-	-
Retained earnings					
Appropriated - Legal reserve	23	8,210,325	5,207,816	8,210,325	5,207,816
Unappropriated		1,063,671,596	933,654,280	776,460,012	719,412,338
Equity attributable to owners of the Company		3,379,661,534	2,059,712,500	3,421,406,851	2,174,427,459
Non-controlling interests		32,924	25,626	-	-
Total equity		3,379,694,458	2,059,738,126	3,421,406,851	2,174,427,459
Total liabilities and equity		3,875,463,864	2,931,368,420	3,707,835,794	2,400,725,484

The accompanying notes are an integral part of these consolidated and separate financial statements.

Chase Asia Public Company Limited
Statements of Comprehensive Income
For the year ended 31 December 2023

	Notes	Consolidated financial statements		Separate financial statements	
		2023 Baht	2022 Baht	2023 Baht	2022 Baht
Interest income, net	24	493,334,060	438,227,489	78,486,086	33,246,777
Gain from derecognition of loans to non-performing assets	25	-	7,053,104	-	-
Services and professional fee income	26	185,647,942	226,427,168	293,974,589	350,373,712
Cost of rendering services		(241,753,144)	(226,984,283)	(178,133,398)	(164,887,583)
Gross profit		437,228,858	444,723,478	194,327,277	218,732,906
Other income		2,478,475	4,908,142	691,748	2,779,740
Administrative expenses		(130,030,077)	(102,944,901)	(114,933,755)	(86,390,090)
Expected credit loss		(125,800,195)	(148,035,956)	-	-
Profit before finance cost and income tax		183,877,061	198,650,763	80,085,270	135,122,556
Finance costs	28	(16,234,912)	(19,914,687)	(5,043,007)	(5,160,805)
Profit before income tax		167,642,149	178,736,076	75,042,263	129,961,751
Income tax expense	29	(34,615,026)	(34,646,235)	(14,992,080)	(25,805,425)
Net profit for the year		133,027,123	144,089,841	60,050,183	104,156,326
Other comprehensive income (expense)					
Items that will not be reclassified subsequently to profit or loss					
Remeasurement of employee benefit obligations	21	-	(2,438,095)	-	(2,278,827)
Income tax from remeasurement of employee benefit obligations	17	-	487,620	-	455,766
Other comprehensive income (expense) for the year, net of tax		-	(1,950,475)	-	(1,823,061)
Total comprehensive income (expense) for the year		133,027,123	142,139,366	60,050,183	102,333,265
Profit attributable to:					
Owners of the parent		133,019,825	144,085,853	60,050,183	104,156,326
Non-controlling interests		7,298	3,988	-	-
		133,027,123	144,089,841	60,050,183	104,156,326
Total comprehensive income attributable to:					
Owners of the parent		133,019,825	142,135,391	60,050,183	102,333,265
Non-controlling interests		7,298	3,975	-	-
		133,027,123	142,139,366	60,050,183	102,333,265
Earnings per share					
Basic earnings per share	30	0.07	0.09	0.03	0.07

The accompanying notes are an integral part of these consolidated and separate financial statements.

Chase Asia Public Company Limited
Statements of Changes in Equity
For the year ended 31 December 2023

Consolidated financial statements

		Attributable to owners of the parent							
		Issued and paid-up share capital	Share premium, net	Discount from business combinations under common control	Retained earnings		Total owners of the parent	Non-controlling interests	Total equity
		Baht	Baht	Baht	Appropriated-Legal reserve	Unappropriated	Baht	Baht	Baht
Notes									
	Opening balance as at 1 January 2022	784,220,900	665,586,405	(328,956,901)	-	796,726,705	1,917,577,109	21,651	1,917,598,760
	Changes in equity during the year								
	Legal reserve	-	-	-	5,207,816	(5,207,816)	-	-	-
23	Total comprehensive income for the year	-	-	-	-	142,135,391	142,135,391	3,975	142,139,366
	Closing balance as at 31 December 2022	784,220,900	665,586,405	(328,956,901)	5,207,816	933,654,280	2,059,712,500	25,626	2,059,738,126
	Opening balance as at 1 January 2023	784,220,900	665,586,405	(328,956,901)	5,207,816	933,654,280	2,059,712,500	25,626	2,059,738,126
	Changes in equity during the year								
	Legal reserve	-	-	-	3,002,509	(3,002,509)	-	-	-
23	Issuance of ordinary shares	208,500,000	978,429,209	-	-	-	1,186,929,209	-	1,186,929,209
22	Total comprehensive income for the year	-	-	-	-	133,019,825	133,019,825	7,298	133,027,123
	Closing balance as at 31 December 2023	992,720,900	1,644,015,614	(328,956,901)	8,210,325	1,063,671,596	3,379,661,534	32,924	3,379,694,458

The accompanying notes are an integral part of these consolidated and separate financial statements.

Chase Asia Public Company Limited
Statements of Changes in Equity (Cont'd)
For the year ended 31 December 2023

	Notes	Separate financial statements						Total equity Baht
		Issued and paid-up share capital Baht	Share premium, net Baht	Retained earnings		Unappropriated Baht		
				Appropriated-Legal reserve Baht				
Opening balance as at 1 January 2022		784,220,900	665,586,405	-	-	622,286,889	2,072,094,194	
Changes in equity during the year								
Legal reserve	23	-	-	5,207,816		(5,207,816)	-	
Total comprehensive income for the year		-	-	-		102,333,265	102,333,265	
Closing balance as at 31 December 2022		784,220,900	665,586,405	5,207,816		719,412,338	2,174,427,459	
Opening balance as at 1 January 2023		784,220,900	665,586,405	5,207,816		719,412,338	2,174,427,459	
Changes in equity during the year								
Legal reserve	23	-	-	3,002,509		(3,002,509)	-	
Issuance of ordinary shares	22	208,500,000	978,429,209	-		-	1,186,929,209	
Total comprehensive income for the year		-	-	-		60,050,183	60,050,183	
Closing balance as at 31 December 2023		992,720,900	1,644,015,614	8,210,325		776,460,012	3,421,406,851	

The accompanying notes are an integral part of these consolidated and separate financial statements.

Chase Asia Public Company Limited
Statements of Cash Flows
For the year ended 31 December 2023

	Notes	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
		Baht	Baht	Baht	Baht
Cash flows from operating activities					
Profit before income tax		167,642,149	178,736,076	75,042,263	129,961,751
Adjustments:					
Expected credit loss	13, 14	126,248,586	148,698,153	-	-
Depreciation of plant and equipment	16	12,850,620	5,018,545	12,782,473	4,939,992
Depreciation of right-of-use assets	16	3,486,913	3,387,393	3,706,813	3,577,548
Amortisation of intangible assets		5,742,735	361,072	5,742,735	361,072
(Gain) from lease cancellation		(135,038)	-	(114,086)	-
(Gain) from sale of foreclosed assets		(996,024)	(1,272,248)	-	-
Loss on write-off of equipment	16	467,311	91,959	467,311	91,958
(Gain) loss on foreign exchange		(16,103)	90,903	(16,103)	90,903
Employee benefit expenses	21	2,655,164	1,137,968	2,547,032	1,841,099
Interest income, net	24, 25	(493,334,060)	(445,280,593)	(78,486,086)	(33,246,777)
Finance costs	28	16,234,912	19,914,687	5,043,007	5,160,805
Changes in working capital					
Trade and other receivables		(5,071,645)	(27,948,369)	17,304,662	(13,850,946)
Other current assets		2,670,088	(2,575,799)	2,667,050	(2,730,071)
Loans to non-performing assets		(923,609,826)	(464,020,806)	-	-
Loans to customers		44,337,200	(2,158,948)	-	-
Foreclosed assets		3,607,926	4,608,585	-	-
Other non-current assets		(20,002)	(44,965)	(10,000)	(59,965)
Trade and other payables		(3,437,179)	4,096,769	(3,008,959)	4,762,563
Other current liabilities		5,555,730	-	5,507,634	-
Other non-current liabilities		(5,500,000)	-	(5,500,000)	-
Cash generated (used in) from operations		(1,040,620,543)	(577,159,618)	43,675,746	100,899,932
Interest received		390,539,532	391,276,939	78,485,589	33,246,777
Interest paid		(18,702,568)	(19,692,701)	(8,604,868)	(8,763,646)
Income tax paid		(46,517,580)	(51,046,138)	(17,668,040)	(21,702,091)
Payments on employee benefit	21	(1,104,934)	(756,668)	(674,933)	(450,000)
Net cash generated from (used in) operating activities		(716,406,093)	(257,378,186)	95,213,494	103,230,972

The accompanying notes are an integral part of these consolidated and separate financial statements.

Chase Asia Public Company Limited
Statements of Cash Flows (Cont'd)
For the year ended 31 December 2023

	Notes	Consolidated		Separate	
		financial statements		financial statements	
		2023	2022	2023	2022
		Baht	Baht	Baht	Baht
Cash flows from investing activities					
Payments on short-term investments		-	(100,074)	-	(100,074)
(Increase) in restricted deposits at financial institutions		(302,223)	(600,795)	(302,223)	(600,795)
Payments on short-term loans to related parties	31.3	-	-	(1,455,260,243)	(98,000,000)
Proceeds from short-term loans to related parties	31.3	-	-	217,000,000	125,000,000
Payment to purchases of property, plant and equipment		(42,736,907)	(79,587,259)	(42,736,907)	(79,547,347)
Payment to purchases of intangible assets		(2,039,472)	(5,898,435)	(2,039,472)	(5,898,435)
Net cash (used in) investing activities		(45,078,602)	(86,186,563)	(1,283,338,845)	(59,146,651)
Cash flows from financing activities					
Proceeds from issuance of ordinary shares	22	1,209,300,000	-	1,209,300,000	-
Payments on issuance of ordinary shares		(26,992,900)	-	(26,992,900)	-
Proceeds from short-term borrowings from financial institutions	20 (a)	-	865,666,815	-	-
Payments on short-term borrowings from financial institutions	20 (a)	(462,833,408)	(462,833,408)	-	-
Payments on payables from purchase of loans to non-performing assets		(46,720,000)	(70,080,000)	-	-
Proceeds from long-term borrowings from financial institutions	20 (b)	219,675,312	61,324,688	113,000,000	-
Payments on long-term borrowings from financial institutions	20 (b)	(104,534,388)	(128,549,584)	(42,819,409)	(63,942,780)
Payments on front-end fee to financial institutions		-	(750,000)	-	(750,000)
Payments for principal of lease agreements		(3,453,007)	(3,247,722)	(3,685,678)	(3,436,353)
Payments for principal of software license agreements		(2,969,396)	(2,907,277)	(2,969,396)	(2,907,277)
Net cash generated from (used in) financing activities		781,472,213	258,623,512	1,245,832,617	(71,036,410)
Net increase (decrease) in cash and cash equivalents		19,987,518	(84,941,237)	57,707,266	(26,952,089)
Cash and cash equivalents at the beginning of the year		115,209,373	200,150,610	3,380,038	30,332,127
Cash and cash equivalents at the end of the year	9	135,196,891	115,209,373	61,087,304	3,380,038

Non-cash transactions:

The significant non-cash transactions occurred during the year ended 31 December 2023 and 2022 are as follows:

Adjustment of prepaid expense to ordinary share premium		970,588	-	970,588	-
Other payables from purchase of property, plant and equipment		1,446,582	-	1,446,582	-
Recognised of right-of-use assets from lease agreements	16	4,930,856	2,178,263	4,930,856	4,544,424
Termination of lease agreements		1,315,749	-	1,146,070	-
Retention from acquisition of property, plant and equipment		275,000	550,000	275,000	550,000
Recognised of intangible assets from software license agreements		245,044	10,577,962	245,044	10,577,962

The accompanying notes are an integral part of these consolidated and separate financial statements.

Chase Asia Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2023

1 General information

Chase Asia Public Company Limited ("the Company") is a public company limited incorporated in Thailand on 4 August 1998. The Company registered the change of the Company's status with the Ministry of Commerce to a public company limited and changed its name from Chase Asia Company Limited to Chase Asia Public Company Limited on 9 August 2022. The address of its registered office is as follows:

No. 8/9-10 Vibhavadi Rangsit 44 Alley (Mongkonnavet Alley), Vibhavadi Rangsit Road, Lat Yao, Chatuchak, Bangkok.

The principal business operations of the Company and its subsidiaries (together "the Group") are debt tracking and collection service, management of non-performing assets and lending services.

These consolidated and separate financial statements have been approved by the Board of Directors on 28 February 2024.

2 Basis of preparation

The consolidated and separate financial statements have been prepared in accordance with Thai Financial Reporting Standards ("TFRS") and the financial reporting requirements issued under the Securities and Exchange Act.

The consolidated and separate financial statements have been prepared under the historical cost convention except as disclosed in the accounting policies.

The preparation of financial statements in conformity with TFRS requires management to use certain critical accounting estimates and to exercise its judgement in applying the Group's accounting policies. The Group disclosed management judgement or complex transactions and significant accounting estimates and judgement transactions to the consolidated and separate financial statements as disclosed in Note 7.

An English language version of the consolidated and separate financial statements have been prepared from the statutory financial statements that are in the Thai language. In the event of a conflict or a difference in interpretation between the two languages, the Thai language statutory financial statements shall prevail.

3 New and amended financial reporting standards

3.1 New and amended financial reporting standards that are effective for accounting period beginning on or after 1 January 2023 and related to the Group

- a) **Amendment to TAS 16 - Property, plant and equipment** clarified to prohibit entities from deducting from the cost of an item of PP&E any proceeds received from selling any items produced while the entity is preparing that asset for its intended use.
- b) **Amendment to TAS 37 - Provisions, contingent liabilities and contingent assets** clarified that, in considering whether a contract is onerous, the direct costs of fulfilling a contract include both the incremental costs of fulfilling the contract and an allocation of other costs directly related to fulfilling the contract. Before recognising a separate provision for an onerous contract, the entity must recognise any impairment losses that have occurred on the assets used in fulfilling the contract.
- c) **Amendment to TFRS 3 - Business combinations** clarified some minor amendments to update its references to the Conceptual Framework for Financial Reporting and added a consideration for the recognition of liabilities and contingent liabilities acquired from business combinations. The amendments also confirmed that contingent assets shouldn't be recognised at the acquisition date.
- d) **Amendment to TFRS 9 - Financial instruments** clarified which fees should be included in the 10% test for the derecognition of financial liabilities. It should only include fees between the borrower and lender.

The amended financial reporting standards do not have material impact to the Group.

Chase Asia Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2023

3.2 Amended financial reporting standards that are effective for the accounting period beginning on or after 1 January 2024 and related to the Group

The following amended TFRSs were not mandatory for the current reporting period and the Group has not early adopted them.

- a) **Amendment to TAS 1 - Presentation of financial statements** revised the disclosure from 'significant accounting policies' to 'material accounting policies'. The amendment also provides guidelines on identifying when the accounting policy information is material. Consequently, immaterial accounting policy information does not need to be disclosed. If it is disclosed, it should not obscure material accounting information.
- b) **Amendment to TAS 8 - Accounting policies, changes in accounting estimates and errors** revised to the definition of 'accounting estimates' to clarify how companies should distinguish between changes in accounting policies and changes in accounting estimates. The distinction is important because changes in accounting estimates are applied prospectively to transactions, other events and conditions from the date of that change. Whereas changes in accounting policies are generally applied retrospectively to past transactions and other past events as well as the current period as if the new accounting policy had always been applied.
- c) **Amendments to TAS 12 - Income taxes**

Companies must recognise any deferred tax related to assets and liabilities arising from a single transaction that, on initial recognition, gives rise to equal amounts of taxable and deductible temporary differences. Example transactions are leases and decommissioning obligations.

The amendment should be applied to transactions on or after the beginning of the earliest comparative period presented. In addition, entities should recognise deferred tax assets (to the extent that they can probably be utilised) and deferred tax liabilities at the beginning of the earliest comparative period for all deductible and taxable temporary differences associated with:

- right-of-use assets and lease liabilities, and
- decommissioning, restoration and similar liabilities, and the corresponding amounts recognised as part of the cost of the related assets.

The cumulative effect of recognising these adjustments is recognised at the beginning of retained earnings or any other component of equity, as appropriate.

The management of the Group is in process of assessing the impact from the adoption of the amended financial reporting standards.

4 Accounting policies

4.1 Accounting for consolidation

a) Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group until the date that control ceases.

In the separate financial statements, investment in subsidiaries is accounted for using cost method.

b) Changes in ownership interests

If the Group has control over subsidiaries, the Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A difference between the amount of the adjustment to non-controlling interests to reflect their relative interest in the subsidiary and any consideration paid or received is recognised within equity.

c) Intercompany transactions on consolidation

Intra-group transactions, balances and unrealised gains on transactions are eliminated. Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in the associates and joint ventures. Unrealised losses are also eliminated in the same manner unless the transaction provides evidence of an impairment of the asset transferred.

Chase Asia Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2023

4.2 Business combination

Business combination under common control

The Group accounts for business combination under common control by measuring acquired assets and liabilities of the acquiree at their carrying values presented in the highest level of the consolidation. The Group retrospectively adjusted the business combination under common control transactions as if the combination had occurred on the later of the beginning of the preceding comparative period and the date the acquiree has become under common control.

Consideration of business combination under common control are the aggregated amount of fair value of assets transferred, liabilities incurred and equity instruments issued by the acquirer at the date of which the exchange in control occurs.

The difference between consideration under business combination under common control and the acquirer's interests in the carrying value of the acquiree is presented as "surplus or discount arising from business combination under common control" in equity and is derecognised when the investment is disposed of and transferred to retained earnings.

4.3 Cash and cash equivalents

In the statements of cash flows, cash and cash equivalents includes cash on hand, deposits held at call, short-term highly liquid investments with maturities of three months or less from acquisition date and no restrictions on withdrawals.

4.4 Loans to non-performing assets

The Group acquires receivables from both secured and non-secured non-performing assets from financial institutions and credit facility companies to perform debt tracking and collecting process. The Group has no rights to claim the repayment from the seller if the debts cannot be collected.

The loans to non-performing assets are classified as non-current assets unless management has expressed the intention of holding the loans for less than 12 months from the statement of financial position date, in which case they are included in current assets, except management has intention to sell the loans for financing cash in the operation, in which case they are included in current assets.

The loans to non-performing assets are presented at their acquisition cost less amortised costs using the credit-adjusted effective interest rate less allowance for expected credit loss (if any).

The Group recognised expected credit loss of loans to non-performing assets when it anticipates discounted cash flows to the present values are lower than carrying value.

4.5 Loans to customers

Receivables that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is recognised using the effective interest rate method and is presented as interest income in the statements of comprehensive income.

The consideration for impairment of loans to customers is disclosed in Note 4.7 (d).

Restructuring

The Group entered into new credit contracts to restructure the debts of its non-performing debtors. The Group must consider whether the new contract terms are significantly different from those in the previous contract by considering changes to contractual cash flows, interest rate and significant contract terms.

If the changes in the new contract terms are not significantly different from the original contract. The Group will recalculate the gross carrying amount of the financial assets and must recognise profit or loss from the changes in profit or loss.

If the changes in the new contract terms are significantly different from the original contract, the Group will derecognise the former financial asset and recognise the new financial asset at fair value, then recalculate the effective interest rate for the asset at the date the restructuring is negotiated. This is considered to be the date on which the Group will begin recalculating the impairment of financial assets.

The classification of debt restructuring of debtors will be classified as level 1 if the debtors are able to pay under the new debt-restructuring contract for at least 12 consecutive months.

Chase Asia Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2023

4.6 Trade receivables

Trade receivables are amounts due from customers for services performed in the ordinary course of business. They are generally due for settlement within 30 days and therefore are all classified as current.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost.

The impairment of trade receivables are disclosed in Note 4.7 (d).

4.7 Financial asset

a) Classification

The Group classifies its debt instrument financial assets in the following measurement categories depending on a) business model for managing the asset and b) the cash flow characteristics of the asset whether they represent solely payments of principal and interest (SPPI).

- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss); and
- those to be measured at amortised cost.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

For investments in equity instruments, the Group has an irrevocable election at the time of initial recognition to account for the equity investment at fair value through profit or loss (FVPL) or at fair value through other comprehensive income (FVOCI) except those that are held for trading, they are measured at FVPL.

b) Recognition and derecognition

Regular way purchases, acquires and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

c) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether the cash flows are solely payment of principal and interest.

d) Impairment

The Group assesses expected credit loss on a forward-looking basis for its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

The Group measures expected credit losses using the following approaches:

A. Simplified approach

The Group applies simplified approach in measuring the impairment of trade and other receivables, which applies lifetime expected credit loss, from initial recognition.

Impairment and reversal of impairment losses are recognised in profit or loss as a separate line item.

Chase Asia Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2023

B. General approach

The Group applies general approach on debt instruments measured at amortised cost. The Group always accounts for expected credit losses which involves a three-stage expected credit loss impairment model. The stage dictates how the entity measures impairment losses and applies the effective interest rate method. In which, the three-stage expected credit loss impairment will be as the following stages:

- Stage 1 - from initial recognition of a financial assets to the date on which the credit risk of the asset has not increased significantly relative to its initial recognition, a loss allowance is recognised equal to the credit losses expected to result from defaults occurring over the next 12 months.
- Stage 2 - following a significant increase in credit risk relative to the initial recognition of the financial assets, a loss allowance is recognised equal to the credit losses expected over the life of the asset.
- Stage 3 - When a financial asset is considered to be credit-impaired, a loss allowance equal to full lifetime expected credit losses is to be recognised.

Under the three-stage expected credit loss impairment model except for significant exposures in loans to customer, the impairment will be assessed by using collective approach model with forward looking information adjustment. The impairment of some significant exposures in loans to customer will be assessed by using individual assessment approach.

Significant increase in credit risk (Stage 2) and credit-impaired financial asset (Stage 3)

At 31 December 2023, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. To make that assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and consider reasonable and supportable information, which can be obtained with not too many costs or much effort.

TFRS 9 contains a rebuttable presumption that the risk of financial assets is deemed to have increased significantly when more than 30 days past due. The Group uses this 30-day backstop for all its products. Exposures with significant increase in credit risk are transferred from Stage 1 to Stage 2. The financial assets are credit-impaired when they are more than 90 days past due or they are restructured according to court judgement. Exposures with credit-impaired are transferred from Stage 2 to Stage 3. In addition, the Group considers a range of qualitative and quantitative events to assess whether a significant increase in credit risk since initial recognition has occurred. These events include for example, changes in credit risk ratings, payment delinquency and past payment patterns. Exposures will move their staging once they no longer meet the criteria.

Loan to non-performing assets is not required to consider the Significant Increase Credit Risk (SICR) because it is classified as Purchased or Originated Credit Impaired (POCI) financial assets measured at amortised cost with lifetime expected credit losses.

The Group assesses expected credit loss on a forward-looking macroeconomic information that is supportive and reasonable with unbiased and probability-weighted outcome by comparing between present value of expected future cash flow discounted with credit-adjusted effective interest rate of loan to non-performing assets and carrying value of loan to non-performing assets as at reporting date and the expected credit loss can be either impairment gain or loss in statements of comprehensive income.

4.8 Foreclosed assets

The foreclosed assets are stated at the lower of cost or net realisable value which referred from the latest appraised value less estimated selling expenses.

Gains or losses on the disposals of foreclosed assets are recognised in the statements of comprehensive income when the Group transfers the significant risks and reward of ownership to the purchaser. Loss on impairment are recognised as expenses in the statements of comprehensive income.

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4.9 Property, plant and equipment

All other property, plant and equipment are stated at historical cost less accumulated depreciation and impairment losses (if any). Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the item will flow to the Group. The carrying amount of the replaced part is derecognised.

All other repairs and maintenance are charged to profit or loss when incurred.

Land is not depreciated. Depreciation on other assets is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Building and building improvements	5-25 years
Office equipment	5 years
Furniture and fixture	5 years
Vehicles	5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gains or losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in other income or expense.

4.10 Intangible assets

Computer software

Acquired computer software is measured at cost. These costs are amortised on a straight-line basis over their subscription period. If it is an intangible asset with an unlimited useful life, these costs are amortized over the estimated useful life of the business within 3 to 10 years.

Cost associated with maintaining computer software are recognised as an expense as incurred.

4.11 Impairment of assets

Assets that have an indefinite useful life are tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired. For other assets, the Group reviewed for impairment whenever there is an indication of impairment. An impairment loss is recognised for the amount by which the carrying amount of the assets exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

Where the reasons for previously recognised impairments no longer exist, the impairment losses on the assets concerned other than goodwill is reversed.

4.12 Leases

Leases - where the Group is the lessee

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is recognised in profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate
- amounts expected to be payable by the lessee under residual value guarantees
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

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Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise small office equipments.

4.13 Financial liabilities

a) Classification

Financial instruments issued by the Group are classified as either financial liabilities or equity securities by considering contractual obligations.

- Where the Group has an unconditional contractual obligation to deliver cash or another financial asset to another entity, it is considered a financial liability unless there is a predetermined or possible settlement for a fixed amount of cash in exchange of a fixed number of the Group's own equity instruments.
- Where the Group has no contractual obligation or has an unconditional right to avoid delivering cash or another financial asset in settlement of the obligation, it is considered an equity instrument.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

b) Measurement

Financial liabilities are initially recognised at fair value and are subsequently measured at amortised cost.

c) Derecognition and modification

Financial liabilities are derecognised when the obligation specified in the contract is discharged, cancelled, or expired.

Where the terms of a financial liability are renegotiated or modified, the Group assesses whether the renegotiation / modification results in the derecognition of that financial liability. Where the modification results in an extinguishment, the new financial liability is recognised based on fair value of its obligation. The remaining carrying amount of financial liability is derecognised. The difference as well as proceed paid is recognised as other gains/(losses) in profit or loss.

Where the modification does not result in the derecognition of the financial liability, the carrying amount of the financial liability is recalculated as the present value of the renegotiated / modified contractual cash flows discounted at its original effective interest rate. The difference is recognised in other gains/(losses) in profit or loss.

4.14 Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets (assets that take 12 months to get ready for its intended use or sale) are added to the cost of those assets less investment income earned from those specific borrowings. The capitalisation of borrowing costs is ceased when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

Other borrowing costs are expensed in the period in which they are incurred.

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4.15 Current and deferred income taxes

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current tax

The current income tax is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax

Deferred income tax is recognised on temporary differences arising from differences between the tax base of assets and liabilities and their carrying amounts in the financial statements. However, deferred income tax is not recognised for temporary differences arise from:

- initial recognition of an asset or liability in a transaction other than a business combination that affects neither accounting nor taxable profit or loss is not recognised.
- investments in subsidiaries where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax is measured using tax rates of the period in which temporary difference is expected to be reversed, based on tax rates and laws that have been enacted or substantially enacted by the end of the reporting period.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

4.16 Employee benefits

a) Short-term employee benefits

Liabilities for short-term employee benefits such as wages, salaries, and bonuses that are expected to be settled wholly within 12 months after the end of the period are recognised in respect of employees' service up to the end of the reporting period. They are measured at the amount expected to be paid.

b) Defined benefit plans

Amount of retirement benefits is defined by the agreed benefits the employees will receive after the completion of employment. It usually depends on factors such as age, years of service and an employee's latest compensation at retirement.

The defined benefit obligation is calculated by an independent actuary using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using market yield of government bonds that matches the terms and currency of the expected cash outflows.

Remeasurement gains and losses are recognised directly to other comprehensive income in the period in which they arise. They are included in retained earnings in the statements of changes in equity.

Past-service costs are recognised immediately in profit or loss.

4.17 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation. The increase in the provision due to passage of time is recognised as interest expense.

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4.18 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

4.19 Revenue recognition

Interest income from loans to non-performing assets is recognised using the credit-adjusted effective interest rate method calculated from rate used for discounting the estimated future cash inflows. If actual cash flows from collection exceed calculated revenues, the remaining cash collection will be amortised from the value of loans to non-performing assets for each period. In the case that all investment amount is written off, the Group shall recognise cash inflows as interest income from loans to non-performing assets and recognise loss on impairment immediately when there is an indication for significant decrease in cash flows. The future cash flows from loans to non-performing assets are estimated based on the quality, type and age of debt and referred to historical records of debt collection.

Interest income is recognised using the effective interest method.

Service and professional fee income are recognised in accordance with the provision of services, provided that collectability of the consideration is probable.

Other income is recognised using the accrual basis.

4.20 Expense recognition

Expense is recognised using the accrual basis

Interest expense is recognised using the effective interest method

5 Financial risk management

5.1 Financial risk

The Group exposes to a variety of financial risk: market risk (including interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

Management is responsible to carried out by the management. The Group's policy includes areas such as interest rate risk, credit risk and liquidity risk. The framework parameters are approved by the Board of Directors and uses as the key communication and control tools for the Group's management.

5.1.1 Market risk

Cash flow and interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group is exposed to interest rate risk relates primarily to its deposits at financial institutions, loans to related parties, long-term borrowings, and lease liabilities. Most of the Group's financial assets and liabilities bear fixed interest rates which are close to the market rate. The Group assesses that the interest rate risk is insignificant as the interests from financial assets and financial liabilities are not significantly different.

Interest rate and maturity of financial assets and liabilities are disclosed in Note 12.

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Sensitivity

Profit or loss is sensitive to higher or lower in interest income and interest expenses as a result of changes in floating interest rates of financial assets and financial liabilities of the Group as disclosed in Note 12. The sensitivity of profit or loss before income tax to changes in interest rates (while holding all other factors constant) is as follows;

	Consolidated financial statements		Separate financial statements	
		Impact to profit (loss) Baht		Impact to profit (loss) Baht
	%		%	
For the year ended 31 December 2023				
Interest rate increase by	0.25	(952,914)	0.25	4,556,916
Interest rate decrease by	0.25	952,914	0.25	(4,556,916)
For the year ended 31 December 2022				
Interest rate increase by	0.25	(1,834,600)	0.25	1,622,269
Interest rate decrease by	0.25	1,834,600	0.25	(1,622,269)

The Group and the Company does not apply hedge accounting.

5.1.2 Credit risk

The Group has no significant concentrations of credit risk. The Group has policies in place to ensure that contracts are made with customers who have an appropriate credit history, limiting customers' credit limit. The Group has policies that limit the amount of credit exposure to any one financial institution.

a) Security

For some loans to customers, the Group may obtain security in the form of guarantees or letters of credit which can be called upon if the counterparty is in default under the terms of the agreement.

b) Impairment of financial assets

The Group has 6 types of financial assets that are subject to the expected credit loss model:

- Cash and cash equivalents
- Short-term investments
- Trade and other receivables
- Short-term loans to related parties.
- Restricted deposits at financial institutions
- Loans to non-performing assets, and
- Loans to customers

While financial assets are also subject to the impairment requirements of TFRS 9, the identified impairment loss was immaterial except loans to non-performing assets and loans to customers.

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The reconciliations of loss allowances for loans to non-performing assets and loans to customers for the year ended 31 December are as follows:

	Consolidated financial statements			
	12 months expected credit losses Baht	Lifetime expected credit losses Baht	Lifetime expected credit losses (credit-impaired financial assets) Baht	Total Baht
As of 1 January 2022	8,337,674	12,846,345	774,868,123	796,052,142
Increase in loss allowance recognised in profit or loss during the year	1,670,582	(6,839,843)	531,667,618	526,498,357
Written off during the year as uncollectible	(1,212)	(1,140)	(22,978,178)	(22,980,530)
As of 31 December 2022	10,007,044	6,005,362	1,283,557,563	1,299,569,969
Increase in loss allowance recognised in profit or loss during the year	(4,909,320)	(4,087,495)	330,391,057	321,394,242
Written off during the year as uncollectible	(2,479)	(11)	(12,096,798)	(12,099,288)
As of 31 December 2023	5,095,245	1,917,856	1,601,851,822	1,608,864,923

There is no expected loss in the separate financial statement as at 31 December 2023.

The Group writes off loans to non-performing assets and loans to customers when there are indicators that there is no reasonable expectation of recovery including deceased or bankrupt debtors.

Impairment losses on loans to non-performing assets and loans to customers are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

Trade and other receivables

The Group applies the TFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected credit loss allowance for all trade receivables.

Loans to related parties

Loans to related parties measured at amortised cost are considered to have low credit risk, and the loss allowance recognised during the year was therefore limited to 12 months expected losses. Lifetime expected credit losses is recognised for the loans that the credit risk is significant increased.

Other financial assets measured at amortised cost

Other financial assets measured at amortised cost include restricted deposits at financial institutions.

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5.1.3 Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. At the end of the reporting period, the Group held deposits at call of Baht 134.95 million (2022: Baht 114.95 million) that are expected to readily generate cash inflows for managing liquidity risk. Due to the dynamic nature of the underlying businesses, the Group Treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors i) rolling forecasts of the Group's liquidity reserve (comprising the undrawn borrowing facilities); and ii) cash and cash equivalents.

a) Financing arrangements

The Group has access to the following undrawn credit facilities as at 31 December as follows:

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	Baht	Baht	Baht	Baht
Floating rate				
Expiring within one year				
- Bank overdraft	40,000,000	40,000,000	30,000,000	30,000,000
- Bank loans	545,000,000	1,193,841,905	45,000,000	150,000,000
	585,000,000	1,233,841,905	75,000,000	180,000,000

Credit facilities are collateralised by the Company's and subsidiaries' directors and subsidiaries. Credit facilities are secured by the Group's land and buildings (Note 16), directors' land and buildings, company's shares held by director, and the rights in non-performing assets of subsidiaries.

b) Maturity of financial liabilities

The tables below analyse the maturity of financial liabilities grouping based on their contractual maturities. The amounts disclosed are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

	Consolidated financial statements			
	2023			
	On demand Baht	Within 1 year Baht	1 - 5 years Baht	Total Baht
Financial liabilities				
Trade and other payables	-	18,573,543	-	18,573,543
Payables from purchase of loans to non-performing assets	-	25,358,611	-	25,358,611
Long-term borrowings from financial institutions	-	149,207,578	281,152,742	430,360,320
Lease liabilities	-	3,744,025	9,822,469	13,566,494
Software license liabilities	-	3,244,268	2,000,000	5,244,268
Other financial liabilities	-	-	5,602,250	5,602,250
Total	-	200,128,025	298,577,461	498,705,486

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Consolidated financial statements				
2022				
	On demand Baht	Within 1 year Baht	1 - 5 years Baht	Total Baht
Financial liabilities				
Trade and other payables	-	20,469,746	-	20,469,746
Payables from purchase of loans to non-performing assets	-	46,720,000	-	46,720,000
Short-term borrowing from financial institution	-	461,946,609	-	461,946,609
Long-term borrowings from financial institutions	-	120,615,600	180,641,948	301,257,548
Lease liabilities	-	3,727,500	10,017,500	13,745,000
Software license liabilities	-	3,124,296	5,124,296	8,248,592
Other financial liabilities	-	-	5,291,250	5,291,250
Total	-	656,603,751	201,074,994	857,678,745
Separate financial statements				
2023				
	On demand Baht	Within 1 year Baht	1 - 5 years Baht	Total Baht
Financial liabilities				
Trade and other payables	-	16,314,151	-	16,314,151
Long-term borrowings from financial institutions	-	80,807,578	174,154,858	254,962,436
Lease liabilities	-	4,019,025	7,302,469	11,321,494
Software license liabilities	-	3,244,268	2,000,000	5,244,268
Other financial liabilities	-	5,507,200	-	5,507,200
Total	-	109,892,222	183,457,327	293,349,549
Separate financial statements				
2022				
	On demand Baht	Within 1 year Baht	1 - 5 years Baht	Total Baht
Financial liabilities				
Trade and other payables	-	17,782,135	-	17,782,135
Long-term borrowings from financial institutions	-	52,215,600	126,648,715	178,864,315
Lease liabilities	-	3,792,500	7,657,500	11,450,000
Software license liabilities	-	3,124,296	5,124,296	8,248,592
Other financial liabilities	-	-	5,225,000	5,225,000
Total	-	76,914,531	144,655,511	221,570,042

5.2 Capital management

5.2.1 Risk Management

The objectives when managing capital are to:

- safeguard their ability to continue as a going concern, to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the number of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital based on gearing ratio which is determined by dividing net debt with equity.

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The Group has net debt to equity ratio and net interest bearing debt to equity ratio as at 31 December 2023 and 2022 as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Total debt	495,769,406	871,630,294	286,428,943	226,298,025
Equity (including non-controlling interests)	3,379,694,458	2,059,738,126	3,421,406,851	2,174,427,459
Debt to equity ratio (percentage)	14.67	42.32	8.37	10.41
	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Net interest bearing debt	414,502,652	764,142,857	250,826,966	183,454,604
Equity (including non-controlling interests)	3,379,694,458	2,059,738,126	3,421,406,851	2,174,427,459
Net interest bearing debt to equity ratio (percentage)	12.26	37.10	7.33	8.44

The net debt to equity ratio decreased from 42.32% to 14.67% as a result of repayment of short-term borrowings from financial institutions and issuance of ordinary shares during the year.

Loan covenants

Under the terms of the borrowing facilities, one of the subsidiaries is required to comply with the financial covenant by maintaining net debt to equity ratio to be not more than 2 times.

The subsidiary has complied with these covenants throughout the reporting period.

6 Fair value

Fair values are categorised into hierarchy based on inputs used as follows:

- Level 1: The fair value of financial instruments is based on the closing price by reference to the Thai Bond Market Association.
- Level 2: The fair value of financial instruments is measured using valuation techniques that using significant observable inputs and, as little as possible, references to the entity-specific estimates.
- Level 3: The fair value of financial instruments is measured using valuation techniques that are not based on observable market data.

There were no transfers between fair value hierarchy during the year.

The carrying amounts of financial assets and financial liabilities that are not measured at fair value are approximates fair value since their interest rates are similar to current market rate.

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The presentation of fair value of financial assets and liabilities that are measured at amortised cost.

	Consolidated financial statements									
	Fair value					Carrying amount				
	Level 1		Level 2			Level 3				
	2023	2022	2023	2022	2022	2023	2022	2023	2022	2022
	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht
Financial assets										
Cash and cash equivalents	135,196,891	115,209,373	-	-	-	-	-	135,196,891	-	115,209,373
Short-term investments	100,571	100,074	-	-	-	-	-	100,571	-	100,074
Trade and other receivables, net	-	-	78,962,814	76,971,303	-	-	-	78,962,814	-	76,971,303
Restricted deposits at financial institutions	1,394,035	1,091,812	-	-	-	-	-	1,394,035	-	1,091,812
Loans to non-performing assets, net	-	-	-	-	-	2,699,641,310	1,780,755,041	-	-	1,780,755,041
Loans to customers, net	-	-	311,636,006	351,847,278	-	-	-	311,636,006	-	351,847,278
Other financial assets	-	-	871,272	3,224,508	-	-	-	871,272	-	3,224,508
Total	136,691,497	116,401,259	391,470,092	432,043,089	2,699,641,310	1,780,755,041	3,227,802,899	2,329,199,389		
Financial liabilities										
Trade and other payables	18,573,543	20,469,746	-	-	-	-	-	18,573,543	-	20,469,746
Payables from purchase of loans to non-performing assets	-	-	25,358,611	46,720,000	-	-	-	25,358,611	-	46,720,000
Long-term borrowings from financial institutions	-	-	396,890,034	282,020,271	-	-	-	396,890,034	-	282,020,271
Short-term borrowings from financial institution	-	-	-	461,946,609	-	-	-	-	-	461,946,609
Lease liabilities	-	-	12,604,489	12,442,389	-	-	-	12,604,489	-	12,442,389
Software license liabilities	-	-	5,008,129	7,733,588	-	-	-	5,008,129	-	7,733,588
Other financial liabilities	-	-	5,602,250	5,291,250	-	-	-	5,602,250	-	5,291,250
Total	18,573,543	20,469,746	445,463,513	816,154,107	-	-	464,037,056	836,623,853		

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	Separate financial statements									
	Fair value					Carrying amount				
	Level 1		Level 2		Level 3	2022		2023		2022
	2023	2022	2023	2022	2023	Baht	Baht	Baht	Baht	Baht
Financial assets										
Cash and cash equivalents	61,087,304	3,380,038	-	-	-	-	-	-	61,087,304	3,380,038
Short-term investments	100,571	100,074	-	-	-	-	-	-	100,571	100,074
Trade and other receivables, net	-	-	25,603,790	45,282,817	-	-	-	-	25,603,790	45,282,817
Restricted deposits at financial institutions	1,394,035	1,091,812	-	-	-	-	-	-	1,394,035	1,091,812
Short-term loans to related parties	-	-	2,042,260,243	804,000,000	-	-	-	-	2,042,260,243	804,000,000
Other financial assets	-	-	805,420	3,168,658	-	-	-	-	805,420	3,168,658
Total	62,581,910	4,571,924	2,068,669,453	852,451,475	-	-	-	-	2,131,251,363	857,023,399
Financial liabilities										
Trade and other payables	16,314,151	17,782,135	-	-	-	-	-	-	16,314,151	17,782,135
Long-term borrowings from financial institutions	-	-	235,218,252	165,219,539	-	-	-	-	235,218,252	165,219,539
Lease liabilities	-	-	10,600,585	10,501,477	-	-	-	-	10,600,585	10,501,477
Software license liabilities	-	-	5,008,129	7,733,588	-	-	-	-	5,008,129	7,733,588
Other financial liabilities	-	-	5,507,200	5,225,000	-	-	-	-	5,507,200	5,225,000
Total	16,314,151	17,782,135	256,334,166	188,679,604	-	-	-	-	272,648,317	206,481,739

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Transfer between fair value hierarchy

The Group recognises transfers between fair value hierarchy levels as at the date of the event or change in circumstances that caused the transfer.

There were no transfers between level 1 and 2 during the year.

(a) Financial instruments in level 1

The fair value of financial instruments traded in active markets is based on quoted market prices at the statement of financial position date. The quoted market price used for financial assets held by the Group is the current bid price/closing price by reference to the Stock Exchange of Thailand and the Thai Bond Dealing Centre. These instruments are included in level 1.

(b) Financial instruments in level 2

The fair value of financial instruments that are not traded in an active market (over-the-counter) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

(c) Financial instruments in level 3

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The main factor the Group applied in estimating fair value at level 3 to is a discount rate appropriated for relevant risks.

Valuation processes

The Group's finance department, including the committee that assesses the fair values using management's estimates and historical information, has revised unobserved information and valuation, and considered the fair value level as defined by TFRS.

Cash and cash equivalents and restricted deposits at financial institutions

The carrying amounts of cash and cash equivalents and restricted deposits at financial institutions presented in the statement of financial position approximate fair values due to the short-term nature.

Short-term investments

The carrying amounts of short-term investments presented in the statement of financial position approximate fair values due to the short-term nature.

Trade and other receivables

The carrying amounts of trade and other receivables presented in the statement of financial position approximate fair values due to the short-term nature.

Short-term loans to related parties

The carrying amounts of short-term loans to related parties presented in the statement of financial position approximate fair values due to the short-term nature.

Loans to customers

The carrying amounts of loans to customers presented in the statement of financial position approximates fair values due to the interest rate in the agreement being compliant with law.

Loans to non-performing assets

The fair value of loans to non-performing assets is calculated by estimating cash flows to be received from debtors or disposal of collateral in the future discounted by the original credit-adjusted effective interest rate. The estimated cash flows to be received from debtors uses significant unobservable inputs such that the Group classifies the fair value measurement at level 3 of fair value hierarchy.

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Other financial assets

The carrying amounts of other financial assets presented in the statement of financial position approximate fair values due to the insignificant difference between the fair values and carrying amounts.

Trade and other payables

The carrying amounts of trade and other payables presented in the statement of financial position approximate fair values due to the short-term nature.

Lease liabilities, software license liabilities, and borrowings from financial institutions

The fair value of lease liabilities, software license liabilities and long-term borrowings from financial institutions is calculated by discounting cash outflows to settle borrowings using the average minimum loan rate (MLR) from local commercial banks.

The carrying amounts of short-term borrowings from financial institutions presented in the statement of financial position approximate fair values due to the short-term nature.

Other financial liabilities

The carrying amounts of other financial liabilities presented in the statement of financial position approximate fair values due to the insignificant difference between the fair values and carrying amounts.

7 Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

a) *Recognition of interest income from loans to non-performing assets*

The Group recognises interest income from loans to non-performing assets based on credit-adjusted effective interest rate by estimated future cash inflow from loans to non-performing assets according to quality, type and age of debt referring to historical records of debt collection discounted with credit-adjusted effective interest rate.

b) *Estimated impairment of loans to non-performing assets*

The Group annually evaluates whether loans to non-performing assets have suffered any impairment, in accordance with the accounting policy stated in Note 4.7 (d). The recoverable amounts have been determined based on the present value of estimated future cash receipts that have been revised discounted at the original credit-adjusted effective interest rate which reflects the quality of non-performing assets as at the financial report date.

c) *Allowance for expected credit loss of loans to customers*

Management uses judgment in estimating the allowance for expected credit loss of loans to customers by considering overdue period of receivables and type of collateral. The assessment is based on historical debt collection experiences, historical default, and future market trends.

d) *Deferred tax assets*

The Group recognises deferred tax assets only to the extent that it is probable that the future taxable profit will be available against which the temporary differences can be utilised. Management estimates the amount of deferred tax assets to be recognised by considering the expected taxable profit of each upcoming period.

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8 Segment information

The Group reports based on segments by presenting main business as main reported segments by considering the types of business in which the Group operates.

The Group operates in 3 main segments:

- 1) Segment of debt tracking and collection service
- 2) Segment of management of non-performing assets
- 3) Segment of lending service

The financial statements are reported by segments in consolidated financial statements:

	Consolidated financial statements			
	For the year ended 31 December 2023			
	Debt tracking and collection service Baht	Management of non-performing assets Baht	Lending service Baht	Total Baht
Revenues	293,974,589	464,917,091	25,653,713	784,545,393
<u>Less</u> Revenues from inter-segment	(108,326,647)	-	-	(108,326,647)
Revenues from segment	185,647,942	464,917,091	25,653,713	676,218,746
Costs	(178,133,398)	(152,706,841)	(759,867)	(331,600,106)
<u>Less</u> Costs from inter-segment	-	89,409,263	437,699	89,846,962
Costs from segment	(178,133,398)	(63,297,578)	(322,168)	(241,753,144)
Segment results	7,514,544	401,619,513	25,331,545	434,465,602
Administrative expenses				(130,030,077)
Interest income				2,763,256
Other income				2,478,475
Expected credit loss				(125,800,195)
Finance costs				(16,234,912)
Profit before income tax				167,642,149
Income tax expense				(34,615,026)
Net profit for the year				133,027,123
Timing of revenue recognition under TFRS 15				
At a point in time				188,126,417
Over time				-

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	Consolidated financial statements			
	For the year ended 31 December 2022			
	Debt tracking and collection service Baht	Management of non-performing assets Baht	Lending service Baht	Total Baht
Revenues	350,373,712	415,376,304	29,489,866	795,239,882
<u>Less</u> Revenues from inter-segment	(123,946,544)	-	-	(123,946,544)
Revenues from segment	226,427,168	415,376,304	29,489,866	671,293,338
Costs	(164,887,583)	(165,739,102)	(1,999,619)	(332,626,304)
<u>Less</u> Costs from inter-segment	-	104,507,346	1,134,675	105,642,021
Costs from segment	(164,887,583)	(61,231,756)	(864,944)	(226,984,283)
Segment results	61,539,585	354,144,548	28,624,922	444,309,055
Administrative expenses				(102,944,901)
Interest income				414,423
Other income				4,908,142
Expected credit loss				(148,035,956)
Finance costs				(19,914,687)
Profit before income tax				178,736,076
Income tax expense				(34,646,235)
Net profit for the year				144,089,841
Timing of revenue recognition under TFRS 15				
At a point in time				231,335,310
Over time				-

Disaggregation of revenue from contracts with customers for the separate financial information are as follows:

For the year ended 31 December	Separate financial statement	
	2023	2022
	Debt tracking and collection service Baht	Debt tracking and collection service Baht
Timing of revenue recognition under TFRS 15:		
- At a point in time	294,666,337	353,153,452
- Over time	-	-
Total revenue	294,666,337	353,153,452

9 Cash and cash equivalents

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Cash on hand	250,000	255,000	230,000	230,000
Bank deposits	134,946,891	114,954,373	60,857,304	3,150,038
Total	135,196,891	115,209,373	61,087,304	3,380,038

As at 31 December 2023, the interest rates on bank saving accounts were 0.35% - 0.60% per annum (2022: 0.15% - 0.35% per annum).

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10 Restricted deposits at financial institutions

As at 31 December 2023 and 2022, restricted deposits at financial institutions of the Group are fixed deposits for securing the performance of debt tracking and collection service which is in the normal course of business.

11 Trade and other receivables, net

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Trade receivables	695,429	7,768,784	695,429	7,768,784
<u>Less</u> Allowance for expected credit loss	-	-	-	-
Trade receivables, net	695,429	7,768,784	695,429	7,768,784
Others	583,459	687,356	541	106,215
Trade and other receivables - related parties (Note 31.2)	15,934	-	15,934	1,656,163
Revenue department receivables	61,244,969	45,710,983	-	-
Accrued income	13,960,273	20,572,898	13,960,273	20,572,898
Accrued income - related parties (Note 31.2)	-	-	8,540,288	12,947,475
Prepaid expenses	16,366,735	12,655,777	11,546,757	8,611,123
Prepaid expenses - related party (Note 31.2)	-	1,500,000	-	1,500,000
Advances	2,374,464	2,231,282	2,374,464	2,231,282
Others	88,286	-	16,861	-
Total	95,329,549	91,127,080	37,150,547	55,393,940

Fair values of trade receivables

Due to the short-term nature of the trade receivables, their carrying amount is considered to be the same as their fair value.

Trade receivables as at 31 December 2023 and 2022 can be analysed by aging as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Not yet due	-	6,168,467	-	6,168,467
Not up to 3 months	695,429	1,561,364	695,429	1,561,364
Up to 3 months	-	38,953	-	38,953
Trade receivables	695,429	7,768,784	695,429	7,768,784
<u>Less</u> Allowance for expected credit loss	-	-	-	-
Total	695,429	7,768,784	695,429	7,768,784

Accrued income as at 31 December 2023 and 2022 can be analysed by aging as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Less than 3 months	13,960,273	20,572,898	13,960,273	20,572,898
3 - 6 months	-	-	-	-
6 - 12 months	-	-	-	-
More than 12 months	-	-	-	-
Total	13,960,273	20,572,898	13,960,273	20,572,898

The outstanding accrued income will be transferred to trade accounts receivables within 1 - 3 months.

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12 Financial assets and financial liabilities

As at 31 December 2023 and 2022, the Group classifies its financial assets and financial liabilities at amortised cost.

The following tables represent financial assets and liabilities classified by types of interest rate and maturity as at 31 December 2023 and 2022

Consolidated financial statements									
2023									
	Fixed rate		Floating rate			Non-interest bearing		Average	
	Within 1 year Baht	1 - 5 years Baht	Over 5 years Baht	Within 1 year Baht	1 - 5 years Baht	Over 5 years Baht	Total Baht	interest rate (%)	
Financial assets									
Cash and cash equivalents	15,061,449	-	-	-	-	-	135,196,891	0.52	
Short-term investments	100,571	-	-	-	-	-	100,571	1.15	
Trade and other receivables, net	-	-	-	-	-	-	78,962,814	-	
Restricted deposits at financial institutions	1,394,035	-	-	-	-	-	1,394,035	0.99	
Loans to non-performing assets, net	-	2,699,641,310	-	-	-	-	2,699,641,310	14.22	
Loans to customers, net	208,433,853	72,482,607	30,719,546	-	-	-	311,636,006	14.28	
Other financial assets	-	-	-	-	-	-	871,272	-	
Total	224,989,908	72,482,607	2,730,360,856	-	-	-	3,227,802,899		
Financial liabilities									
Trade and other payables	-	-	-	-	-	-	18,573,543	-	
Payables from purchase of loans to non-performing assets	-	-	-	-	-	-	-	-	
Long-term borrowings from financial institutions	2,086,198	9,089,528	4,548,695	126,872,842	254,292,771	-	25,358,611	6.23	
Lease liabilities	3,275,293	9,329,196	-	-	-	-	396,890,034	4.37	
Software license liabilities	3,088,825	1,919,304	-	-	-	-	12,604,489	4.69	
Other financial liabilities	-	-	-	-	-	-	5,008,129	-	
Total	8,450,316	20,338,028	4,548,695	126,872,842	254,292,771	-	49,534,404	464,037,056	

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Consolidated financial statements									
2022									
	Fixed rate			Floating rate			Non-interest bearing		Average interest rate (%)
	Within 1 year Baht	1 - 5 years Baht	Over 5 years Baht	Within 1 year Baht	1 - 5 years Baht	Over 5 years Baht	Baht	Baht	
Financial assets									
Cash and cash equivalents	6,312,285	-	-	-	-	-	108,897,088	115,209,373	0.28
Short-term investments	100,074	-	-	-	-	-	-	100,074	0.50
Trade and other receivables, net	-	-	-	-	-	-	76,971,303	76,971,303	-
Restricted deposits at financial institutions	1,091,812	-	-	-	-	-	-	1,091,812	0.40
Loans to non-performing assets, net	-	-	1,780,755,041	-	-	-	-	1,780,755,041	18.46
Loans to customers, net	205,990,052	110,078,016	35,779,210	-	-	-	-	351,847,278	14.66
Other financial assets	-	-	-	-	-	-	3,224,508	3,224,508	-
Total	213,494,223	110,078,016	1,816,534,251	-	-	-	189,092,899	2,329,199,389	
Financial liabilities									
Trade and other payables	-	-	-	-	-	-	20,469,746	20,469,746	-
Payables from purchase of loans to non-performing assets	-	-	-	-	-	-	46,720,000	46,720,000	-
Short-term borrowings from financial institution	2,449,337	7,677,666	-	461,946,609	-	-	-	461,946,609	4.07
Long-term borrowings from financial institutions	3,136,589	9,305,800	-	107,267,124	164,626,144	-	-	282,020,271	5.13
Lease liabilities	2,841,536	4,892,052	-	-	-	-	-	12,442,369	5.64
Software license liabilities	-	-	-	-	-	-	-	7,733,588	4.64
Other financial liabilities	-	-	-	-	-	-	5,291,250	5,291,250	-
Total	8,427,462	21,875,518	-	569,213,733	164,626,144	-	72,480,996	836,623,853	

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Separate financial statements									
2023									
	Fixed rate			Floating rate			Non-interest bearing	Total	Average interest rate (%)
	Within 1 year	1 - 5 years	Over 5 years	Within 1 year	1 - 5 years	Over 5 years			
	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	
Financial assets									
Cash and cash equivalents	11,655,928	-	-	-	-	-	49,431,376	61,087,304	0.50
Short-term investments	100,571	-	-	-	-	-	-	100,571	1.15
Trade and other receivables, net	-	-	-	-	-	-	25,603,790	25,603,790	-
Short-term loans to related parties	-	-	-	2,042,260,243	-	-	-	2,042,260,243	5.09
Restricted deposits at financial institutions	1,394,035	-	-	-	-	-	-	1,394,035	0.99
Other financial assets	-	-	-	-	-	-	805,420	805,420	-
Total	13,150,534	-	-	2,042,260,243	-	-	75,840,586	2,131,251,363	
Financial liabilities									
Trade and other payables	-	-	-	-	-	-	16,314,151	16,314,151	-
Long-term borrowings from financial institutions	2,086,198	9,089,527	4,548,695	66,907,279	152,586,553	-	-	235,218,252	6.23
Lease liabilities	3,662,254	6,938,331	-	-	-	-	-	10,600,585	4.16
Software license liabilities	3,088,825	1,919,304	-	-	-	-	-	5,008,129	4.69
Other financial liabilities	-	-	-	-	-	-	5,507,200	5,507,200	-
Total	8,837,277	17,947,162	4,548,695	66,907,279	152,586,553	-	21,821,351	272,648,317	

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Separate financial statements										
2022										
	Fixed rate			Floating rate			Over 5 years Baht	Within 1 year Baht	1 - 5 years Baht	Non-interest bearing Baht
	Within 1 year Baht	1 - 5 years Baht	Over 5 years Baht	Within 1 year Baht	1 - 5 years Baht	Over 5 years Baht				
Financial assets										
Cash and cash equivalents	2,086,448	-	-	-	-	-	-	-	1,293,590	3,380,038
Short-term investments	100,074	-	-	-	-	-	-	-	-	100,074
Trade and other receivables, net	-	-	-	-	-	-	-	-	45,282,817	45,282,817
Short-term loans to related parties	-	-	-	804,000,000	-	-	-	-	-	804,000,000
Restricted deposits at financial institutions	1,091,812	-	-	-	-	-	-	-	-	1,091,812
Other financial assets	-	-	-	-	-	-	-	-	3,168,658	3,168,658
Total	3,278,334	-	-	804,000,000	-	-	-	-	49,745,065	857,023,399
Financial liabilities										
Trade and other payables	-	-	-	-	-	-	-	-	17,782,135	17,782,135
Long-term borrowings from financial institutions	2,449,337	7,677,666	-	-	-	-	-	-	-	165,219,539
Lease liabilities	3,311,089	7,190,388	-	43,290,515	111,802,021	-	-	-	-	10,501,477
Software license liabilities	2,841,536	4,892,052	-	-	-	-	-	-	-	7,733,588
Other financial liabilities	-	-	-	-	-	-	-	-	5,225,000	5,225,000
Total	8,601,962	19,760,106	-	43,290,515	111,802,021	-	-	-	23,007,135	206,461,739

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12.1 Other financial assets at amortised cost

a) Classification of financial assets at amortised cost

The Group classifies its financial assets as at amortised cost only if both of the following criteria are met:

- held for the objective to collect the contractual cash flows; and
- the contractual terms give rise to cash flows that are solely payments of principal and interest

Financial assets at amortised cost of the Group include trade and other receivables, loans to non-performing assets and loans to customers.

Financial assets at amortised cost of the Company other than trade receivables include the following short-term loans to related parties.

b) Fair values of financial assets at amortised cost

Due to the short-term nature of short-term loans to related parties and other current assets, their carrying amount is considered to be the same as their fair value. For the majority of the non-current assets, the fair values are also not significantly different to their carrying amounts.

c) Allowance for expected credit loss

All of the Group's and the Company's debt investments at amortised cost are considered to have low credit risk. The loss allowance recognised during the year was therefore limited to 12 months expected losses.

13 Loans to non-performing assets, net

As of 31 December 2023 and 2022, loans to non-performing assets are as follows:

	Consolidated financial statements	
	2023 Baht	2022 Baht
Loans to non-performing assets	3,172,599,587	2,171,999,132
<u>Add</u> Accrued interest income	332,432,364	210,697,281
<u>Less</u> Allowance for expected credit loss	(805,390,641)	(601,941,372)
Loans to non-performing assets, net	<u>2,699,641,310</u>	<u>1,780,755,041</u>

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The movements of loans to non-performing assets for the year ended 31 December 2023 and 2022 are as follows:

	Consolidated financial statements	
	2023 Baht	2022 Baht
At 1 January	1,780,755,041	1,415,340,364
Additions	1,080,295,851	522,716,836
<u>Add</u> Accrued interest income	149,827,080	101,585,335
<u>Less</u> Proceeds from loans to non-performing assets	(151,983,958)	(73,866,567)
Disposal	(4,428,158)	-
Write-off, net	(12,096,492)	(9,605,636)
Allowance for expected credit loss	(142,728,054)	(175,415,291)
At 31 December	2,699,641,310	1,780,755,041

As at 31 December 2023, loans to non-performing assets in the consolidated financial statements consisted of 254,028 contracts (2022: 136,740 contracts), and 121 contracts have secured assets (2022: 148 contracts) and the appraised value of collaterals is Baht 209.90 million (2022: Baht 249.99 million).

During the year ended 31 December 2023, there was bad debt recovery of Baht 448,391 (2022: Baht 622,197).

13.1 Classified by loan type

	Consolidated financial statements	
	2023 Baht	2022 Baht
Hire-purchase receivables	1,246,216,145	952,979,321
Personal loan receivables	1,782,297,953	1,058,423,229
Housing loan receivables	144,085,489	160,596,582
<u>Add</u> Accrued interest income	332,432,364	210,697,281
Total loans and accrued interest income	3,505,031,951	2,382,696,413
<u>Less</u> Allowance for expected credit loss	(805,390,641)	(601,941,372)
Total	2,699,641,310	1,780,755,041

13.2 Allowance for expected credit loss

The reconciliations of allowance for expected credit loss for loans to non-performing assets at amortised cost for the years ended 31 December 2023 and 2022 are as follows:

	Consolidated financial statements Purchased or originated credit-impaired financial assets Baht
At 1 January 2022	351,820,652
Increase in allowance for expected credit loss recognised in profit or loss during the year	261,781,596
Reversal of expected credit loss from settlement	(8,354,726)
Written off during the year as uncollectible	(3,306,150)
At 31 December 2022	601,941,372
Increase in allowance for expected credit loss recognised in profit or loss during the year	228,726,801
Reversal of expected credit loss from settlement	(22,437,917)
Written off during the year as uncollectible	(2,839,615)
At 31 December 2023	805,390,641

There is no expected credit loss in the separate financial statements as at 31 December 2023 and 2022.

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14 Loans to customers, net

As at 31 December 2023 and 2022, loans to customers are as follows:

	Consolidated financial statements	
	2023 Baht	2022 Baht
Loans to customers	519,199,822	570,143,576
<u>Add</u> Accrued interest income	595,910,466	479,332,299
<u>Less</u> Allowance for expected credit loss*	(803,474,282)	(697,628,597)
Loans to customers, net	311,636,006	351,847,278
Loans to customers, net:		
Current portion	208,433,853	205,990,052
Non-current portion	103,202,153	145,857,226
	311,636,006	351,847,278

* As at 31 December 2023, allowance for expected credit loss for loans to customers and accrued interest income are Baht 236.74 million and Baht 566.73 million, respectively.

The movements of loans to customers during the years ended 31 December 2023 and 2022 are as follows:

	Note	Consolidated financial statements	
		2023 Baht	2022 Baht
At 1 January		351,847,278	345,776,700
<u>Add</u> Additional loans		-	59,451,311
Additions from debt restructuring according to court judgment	(a)	50,013,581	88,426,407
Accrued interest income		167,096,148	157,725,167
<u>Less</u> Proceeds from loans to customers		(86,399,377)	(105,499,492)
Derecognition from debt restructuring according to court judgment	(a)	(52,136,752)	(93,468,600)
Write-off, net		(3,642,564)	(4,107,497)
Allowance for expected credit loss		(115,142,308)	(96,456,718)
At 31 December		311,636,006	351,847,278

Note (a): For the year ended 31 December 2023, the Group entered into debt restructuring according to court judgment with 113 debtors, totalling principal and accrued interest of Baht 50.01 million, which met the derecognition conditions amounting to Baht 52.14 million. As a result, the Group recognised loss from debt restructuring amounting to Baht 2.12 million. (2022 : 259 debtors, totalling principal and accrued interest of Baht 88.43 million, which met the derecognition conditions amounting to Baht 93.47 million. As a result, the Group recognised loss from debt restructuring amounting to Baht 5.04 million).

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Allowance for expected credit loss

The reconciliations of allowance for expected credit loss for loans to customers at amortised cost for the years ended 31 December 2023 and 2022 are as follows:

	Consolidated financial statements			
	Financial assets with an insignificant increase in credit risk (Level 1) Baht	Financial assets with a significant increase in credit risk (Level 2) Baht	Credit-impaired financial assets (Level 3) Baht	Total Baht
At 1 January 2022	8,337,674	12,846,345	423,047,471	444,231,490
Changes due to changes in stages	9,072,418	(6,908,707)	(2,163,711)	-
Changes due to remeasurement of allowance for expected credit loss	(11,391,377)	1,691,411	274,187,102	264,487,136
Purchase or acquisitions of financial assets	4,712,937	-	41,562,070	46,275,007
Derecognitions	(723,396)	(1,622,547)	(35,344,713)	(37,690,656)
Write-off	(1,212)	(1,140)	(19,672,028)	(19,674,380)
At 31 December 2022	10,007,044	6,005,362	681,616,191	697,628,597
Changes due to changes in stages	(263,772)	(3,447,419)	3,711,191	-
Changes due to remeasurement of allowance for expected credit loss	(4,248,899)	44,206	118,426,138	114,221,445
Purchase or acquisitions of financial assets	-	-	22,167,041	22,167,041
Derecognitions	(396,649)	(684,282)	(20,202,197)	(21,283,128)
Write-off	(2,479)	(11)	(9,257,183)	(9,259,673)
At 31 December 2023	5,095,245	1,917,856	796,461,181	803,474,282

15 Investments in subsidiaries

As at 31 December 2023 and 2022, the subsidiaries of the Group included in consolidated financial statement. The subsidiaries have only ordinary shares in which the Group directly holds those shares. The proportion of ownership interests held by the Group is equal to voting rights in subsidiaries held by the Group.

Company Name	Country of incorporation	Business	Ownership interest		Investment in cost method	
			2023 %	2022 %	2023 Baht	2022 Baht
CF Asia Asset Management Co., Ltd.	Thailand	Management of non-performing assets	99.99	99.99	203,683,349	203,683,349
Resolution Way Co., Ltd.	Thailand	Management of non-performing assets and lending services	99.99	99.99	711,172,845	711,172,845
Courts Megastore (Thailand) Co., Ltd.	Thailand	Lending services	99.99	99.99	184,872,811	184,872,811
					1,099,729,005	1,099,729,005

During the year 2023, there was no change in the proportion of ownership interest of investments in subsidiaries.

The Group does not have subsidiaries that have material non-controlling interests.

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16 Property, plant and equipment and right-of-use assets, net

Consolidated financial statements							
	Land Baht	Building and building improvements Baht	Office equipment Baht	Furniture and fixture Baht	Vehicles Baht	Assets under construction Baht	Right-of-use assets Baht
At 1 January 2022							
Cost	169,050,043	67,322,718	20,146,399	2,954,880	4,770,095	101,473,552	365,717,687
Less: Accumulated depreciation	-	(11,650,453)	(16,482,148)	(2,836,420)	(4,768,991)	-	(35,738,012)
Net book amount	169,050,043	55,672,265	3,664,251	118,460	1,104	101,473,552	329,979,675
For the year ended 31 December 2022							
Opening net book amount	169,050,043	55,672,265	3,664,251	118,460	1,104	101,473,552	329,979,675
Additions	-	1,644,922	8,329,238	-	-	73,512,643	83,486,803
Write-off, net	-	-	(91,958)	(1)	-	-	(91,959)
Depreciation charge	-	(3,103,895)	(1,849,210)	(65,440)	-	-	(5,018,545)
Closing net book amount	169,050,043	54,213,292	10,052,321	53,019	1,104	174,986,195	408,355,974
At 31 December 2022							
Cost	169,050,043	68,967,640	26,536,084	2,784,290	4,770,095	174,986,195	447,094,347
Less: Accumulated depreciation	-	(14,754,348)	(16,483,763)	(2,731,271)	(4,768,991)	-	(38,738,373)
Net book amount	169,050,043	54,213,292	10,052,321	53,019	1,104	174,986,195	408,355,974

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	Consolidated financial statements						
	Land Baht	Building and building improvements Baht	Office equipment Baht	Furniture and fixture Baht	Vehicles Baht	Assets under construction Baht	Right-of-use assets Baht
At 1 January 2023							
Cost	169,050,043	68,967,640	26,536,084	2,784,290	4,770,095	174,986,195	22,160,159
Less: Accumulated depreciation	-	(14,754,348)	(16,483,763)	(2,731,271)	(4,768,991)	-	(10,223,322)
Net book amount	169,050,043	54,213,292	10,052,321	53,019	1,104	174,986,195	11,936,837
For the year ended 31 December 2023							
Opening net book amount	169,050,043	54,213,292	10,052,321	53,019	1,104	174,986,195	11,936,837
Additions	-	1,800,173	4,456,014	287,663	-	41,837,829	4,930,856
Transfer	-	176,830,517	21,557,394	759,722	-	(199,147,633)	-
Write-off, net	-	-	-	-	-	(467,311)	-
Lease termination, net	-	-	-	-	-	-	(1,180,711)
Depreciation charge	-	(7,007,785)	(5,717,392)	(125,443)	-	-	(3,486,913)
Closing net book amount	169,050,043	225,836,197	30,348,337	974,961	1,104	17,209,080	12,200,069
At 31 December 2023							
Cost	169,050,043	247,601,614	52,389,182	3,988,701	4,770,095	17,209,080	22,680,309
Less: Accumulated depreciation	-	(21,765,417)	(22,040,845)	(3,013,740)	(4,768,991)	-	(10,480,240)
Net book amount	169,050,043	225,836,197	30,348,337	974,961	1,104	17,209,080	12,200,069

As at 31 December 2023, land and buildings at net book value of Baht 343.03 million (2022: Baht 169.05 million) are pledged as collateral against long-term borrowings from financial institutions (Note 20).

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	Separate financial statements						
	Land Baht	Building and building improvements Baht	Office equipment Baht	Furniture and fixture Baht	Vehicles Baht	Assets under construction Baht	Right-of-use assets Baht
At 1 January 2022							
Cost	161,919,822	62,452,939	19,498,498	2,550,687	3,373,833	101,473,552	16,866,931
Less Accumulated depreciation	-	(6,780,675)	(16,037,235)	(2,432,234)	(3,372,730)	-	(7,636,210)
Net book amount	161,919,822	55,672,264	3,461,263	118,453	1,103	101,473,552	9,230,721
For the year ended 31 December 2022							
Opening net book amount	161,919,822	55,672,264	3,461,263	118,453	1,103	101,473,552	9,230,721
Additions	-	1,644,922	8,289,326	-	-	73,512,643	4,544,424
Write-off, net	-	-	(91,957)	(1)	-	-	(91,958)
Depreciation charge	-	(3,103,895)	(1,770,657)	(65,440)	-	-	(3,577,548)
Closing net book amount	161,919,822	54,213,291	9,887,975	53,012	1,103	174,986,195	10,197,597
At 31 December 2022							
Cost	161,919,822	64,097,861	25,890,271	2,380,097	3,373,833	174,986,195	21,411,355
Less Accumulated depreciation	-	(9,884,570)	(16,002,296)	(2,327,085)	(3,372,730)	-	(11,213,758)
Net book amount	161,919,822	54,213,291	9,887,975	53,012	1,103	174,986,195	10,197,597

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	Separate financial statements						
	Land Baht	Building and building improvements Baht	Office equipment Baht	Furniture and fixture Baht	Vehicles Baht	Assets under construction Baht	Right-of-use assets Baht
At 1 January 2023							
Cost	161,919,822	64,097,861	25,890,271	2,380,097	3,373,833	174,986,195	21,411,355
Less: Accumulated depreciation	-	(9,884,570)	(16,002,296)	(2,327,085)	(3,372,730)	-	(11,213,758)
Net book amount	161,919,822	54,213,291	9,887,975	53,012	1,103	174,986,195	10,197,597
For the year ended 31 December 2023							
Opening net book amount	161,919,822	54,213,291	9,887,975	53,012	1,103	174,986,195	10,197,597
Additions	-	1,800,173	4,456,014	287,663	-	41,837,829	4,930,856
Transfer	-	176,830,517	21,587,239	729,877	-	(199,147,633)	-
Write - off, net	-	-	-	-	-	(467,311)	-
Lease termination, net	-	-	-	-	-	-	(1,031,984)
Depreciation charge	-	(7,007,785)	(5,663,192)	(111,496)	-	-	(3,706,813)
Closing net book amount	161,919,822	225,836,196	30,268,036	959,056	1,103	17,209,080	10,389,656
At 31 December 2023							
Cost	161,919,822	242,731,835	51,839,737	3,488,140	3,373,833	17,209,080	22,823,869
Less: Accumulated depreciation	-	(16,895,639)	(21,571,701)	(2,529,084)	(3,372,730)	-	(12,434,213)
Net book amount	161,919,822	225,836,196	30,268,036	959,056	1,103	17,209,080	10,389,656

As at 31 December 2023, land and buildings at net book value of Baht 335.90 million (2022: Baht 161.92 million) are pledged as collateral against long-term borrowings from financial institutions (Note 20).

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For the year ended 31 December 2023, the Group has capitalised borrowing costs into cost of building under construction in the consolidated and separate financial statements amounting to Baht 3.92 million (2022: Baht 3.35 million). A capitalisation rate of 3.77% (2022: 3.51%) was used in calculation, representing an actual borrowing cost of the borrowings used in financing the construction project.

As at 31 December 2023 and 2022, net book value of right-of-use assets is as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Building	7,515,756	10,021,009	5,705,343	8,579,223
Equipment	4,684,313	1,915,828	4,684,313	1,618,374
Total	12,200,069	11,936,837	10,389,656	10,197,597

For the years ended 31 December 2023 and 2022, amounts recognised in profit or loss and cash flows relating to leases are as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Depreciation charge of right-of-use assets:				
Building	2,505,252	2,505,252	2,873,880	2,873,880
Equipment	981,661	882,141	832,933	703,668
Total	3,486,913	3,387,393	3,706,813	3,577,548
Total cash outflow for leases	4,062,631	3,972,000	4,187,631	4,062,000
Interest expense (included in finance cost)	609,624	764,778	501,953	658,148
Expense relating to leases of low-value assets	883,484	760,861	845,996	760,716

17 Deferred income taxes

The analysis of deferred tax assets and deferred tax liabilities are as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Deferred tax assets	137,372,858	124,696,041	4,978,923	4,627,076
Deferred tax liabilities	2,532,847	2,490,369	2,170,764	2,142,520
Deferred income taxes, net	134,840,011	122,205,672	2,808,159	2,484,556

The gross movement of the deferred income taxes accounts is as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
At 1 January	122,205,672	101,362,699	2,484,556	1,680,171
(Charged)/credited to profit or loss (Note 29)	12,634,339	20,355,353	323,603	348,619
Credited to other comprehensive income	-	487,620	-	455,766
At 31 December	134,840,011	122,205,672	2,808,159	2,484,556

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The movement in deferred tax assets and liabilities is as follows:

	Consolidated financial statements						
	Loans to non-performing assets Baht	Loans to customers Baht	Lease liabilities Baht	Employee benefit obligations Baht	Intangible asset Baht	Tax losses Baht	Total Baht
Deferred tax assets							
At 1 January 2022	53,197,674	46,058,109	2,702,369	2,033,740	-	-	103,991,892
(Charged)/credited to profit or loss	20,271,262	(1,229,111)	(213,891)	76,259	145,162	1,166,848	20,216,529
Credited to other comprehensive income	-	-	-	487,620	-	-	487,620
At 31 December 2022	73,468,936	44,828,998	2,488,478	2,597,619	145,162	1,166,848	124,696,041
At 1 January 2023	73,468,936	44,828,998	2,488,478	2,597,619	145,162	1,166,848	124,696,041
(Charged)/credited to profit or loss	16,202,420	(2,658,827)	32,420	310,046	(42,394)	(1,166,848)	12,676,817
Credited to other comprehensive income	-	-	-	-	-	-	-
At 31 December 2023	89,671,356	42,170,171	2,520,898	2,907,665	102,768	-	137,372,858

	Consolidated financial statements			
	Right-of-use assets Baht	Software license liabilities Baht	Depreciation of Plant and equipment	Total Baht
Deferred tax liabilities				
At 1 January 2022		2,629,193	-	2,629,193
Charged/(credited) to profit or loss		(241,825)	103,001	(138,824)
At 31 December 2022		2,387,368	103,001	2,490,369
At 1 January 2023		2,387,368	103,001	2,490,369
Charged/(credited) to profit or loss		52,646	(55,773)	42,478
At 31 December 2023		2,440,014	47,228	2,532,847

	Separate financial statements			
	Lease liabilities Baht	Employee benefit obligations Baht	Intangible asset Baht	Total Baht
Deferred tax assets				
At 1 January 2022		1,878,681	1,647,634	3,526,315
Credited to profit or loss		221,614	278,219	644,995
Credited to other comprehensive income		-	455,766	455,766
At 31 December 2022		2,100,295	2,381,619	4,627,076
At 1 January 2023		2,100,295	2,381,619	4,627,076
Charged/(credited) to profit or loss		19,822	374,419	351,847
Credited to other comprehensive income		-	-	-
At 31 December 2023		2,120,117	2,756,038	4,978,923

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	Separate financial statements			Total Baht
	Right-of-use assets Baht	Software license liabilities Baht	Depreciation of plant and equipment	
Deferred tax liabilities				
At 1 January 2022	1,846,144	-	-	1,846,144
Charged to profit or loss	193,375	103,001	-	296,376
At 31 December 2022	2,039,519	103,001	-	2,142,520
At 1 January 2023	2,039,519	103,001	-	2,142,520
(Charged)/credited to profit or loss	38,412	(55,773)	45,605	28,244
At 31 December 2023	2,077,931	47,228	45,605	2,170,764

Deferred income tax assets are recognised for tax loss and carried forwards only to the extent that realising the related tax benefit through future taxable profits is probable. The Group does not have any unrecognised deferred tax assets in 2023 and 2022.

18 Trade and other payables

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Trade payables	812,880	709,783	643,946	566,118
Others payables	5,258,246	5,823,586	4,441,668	4,930,974
Amounts due to related parties (Note 31.2)	-	-	347,448	5,000
Accrued expenses	12,502,417	13,936,377	10,881,089	12,280,043
Total	18,573,543	20,469,746	16,314,151	17,782,135

19 Payables from purchase of loans to non-performing assets

As at 31 December 2023, the Group had an outstanding balance of payables from purchase of loans to non-performing assets from bank amounting to Baht 25.36 million (2022: Baht 46.72 million) due within January 2024.

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20 Borrowings

	Notes	Consolidated financial statements		Separate financial statements	
		2023 Baht	2022 Baht	2023 Baht	2022 Baht
Current					
Short-term borrowings from financial institution	(a)	-	461,946,609	-	-
Current portion of:					
- long-term borrowings from financial institutions	(b)	128,959,040	109,716,461	68,993,477	45,739,852
- lease liabilities		3,275,293	3,136,589	3,662,254	3,311,089
Total current borrowings		132,234,333	574,799,659	72,655,731	49,050,941
Non-current					
Long-term borrowings from financial institutions	(b)	267,930,994	172,303,810	166,224,775	119,479,687
Lease liabilities		9,329,196	9,305,800	6,938,331	7,190,388
Total non-current borrowings		277,260,190	181,609,610	173,163,106	126,670,075
Total		409,494,523	756,409,269	245,818,837	175,721,016

(a) The movement of short-term borrowings from financial institution for the years ended 31 December 2023 and 2022 is as follows:

		Consolidated financial statements		Separate financial statements	
		2023 Baht	2022 Baht	2023 Baht	2022 Baht
At 1 January		461,946,609	59,421,779	-	-
Additional loans		-	865,666,815	-	-
Repayments of loans	(462,833,408)	(462,833,408)	(462,833,408)	-	-
Front-end fee to financial institutions		-	(4,028,334)	-	-
Adjustment to accrued interest	(24,354)	(24,354)	24,354	-	-
Amortisation of front-end fee to financial institutions		911,153	3,695,403	-	-
At 31 December		-	461,946,609	-	-

(b) The movement of long-term borrowings from financial institutions for the years ended 31 December 2023 and 2022 is as follows:

		Consolidated financial statements		Separate financial statements	
		2023 Baht	2022 Baht	2023 Baht	2022 Baht
At 1 January		282,020,271	349,233,631	165,219,539	229,255,853
Additional loans		219,675,312	61,324,688	113,000,000	-
Repayments of loans	(104,534,388)	(104,534,388)	(128,549,584)	(42,819,409)	(63,942,780)
Front-end fee to financial institutions		(821,688)	(153,312)	(525,000)	-
Adjustment to accrued interest	74,034	74,034	(168,549)	62,629	(404,475)
Amortisation of front-end fee to financial institutions		476,493	333,397	280,493	310,941
At 31 December		396,890,034	282,020,271	235,218,252	165,219,539

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Details of borrowings from financial institutions

The details of borrowings are as follows:

Consolidated financial statements				
Amount	Maturity date	Interest rate	Interest	
Baht		%	payment term	
As at 31 December 2023				
Long-term borrowings from financial institutions	396,890,034	Within 1 - 8 years	3.25 to MLR	Monthly
Consolidated financial statements				
Amount	Maturity date	Interest rate	Interest	
Baht		%	payment term	
As at 31 December 2022				
Short-term borrowings from financial institution	461,946,609	Within 1 year	MLR - 2.25	Monthly
Long-term borrowings from financial institutions	282,020,271	Within 1 - 9 years	2.00 to MLR	Monthly
Separate financial statements				
Amount	Maturity date	Interest rate	Interest	
Baht		%	payment term	
As at 31 December 2023				
Long-term borrowings from financial institutions	235,218,252	Within 1 - 8 years	3.25 to MLR	Monthly
Separate financial statements				
Amount	Maturity date	Interest rate	Interest	
Baht		%	payment term	
As at 31 December 2022				
Long-term borrowings from financial institutions	165,219,539	Within 1 - 9 years	2.00 to MLR	Monthly

Borrowings from financial institutions

During the year 2023, the Group and the Company recognised interest expenses relating to the borrowings from financial institutions amounting to Baht 19.26 million and Baht 8.18 million, respectively (2022: Baht 22.28 million and Baht 7.63 million, respectively).

The effective interest rates at the statement of financial position date are as follows:

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	%	%	%	%
Short-term borrowings from financial institution	None	3.71	None	None
Long-term borrowings from financial institutions	3.95 - 7.53	2.12 - 6.47	3.95 - 7.53	2.12 - 6.47

The Group's and the Company's borrowings with secured liabilities are amounting Baht 396.89 million and Baht 235.22 million, respectively (2022: Baht 743.97 million and Baht 165.22 million, respectively). The borrowings from financial institutions are collateralised by the Company's and subsidiaries' directors and subsidiaries. The borrowings are secured by the Group's land and buildings (Note 16), directors' land and buildings, company's shares held by director, and the rights in non-performing assets of subsidiaries.

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21 Employee benefit obligations

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Statement of financial position:				
Retirement benefits	14,538,325	12,988,095	13,780,192	11,908,093
Liabilities in the statement of financial position	14,538,325	12,988,095	13,780,192	11,908,093

The movement of defined benefit obligations during the year is as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
At 1 January	12,988,095	10,168,700	11,908,093	8,238,167
Current service cost	2,319,824	1,006,137	2,239,527	1,714,192
Interest cost	335,340	131,831	307,505	126,907
Benefits paid	(1,104,934)	(756,668)	(674,933)	(450,000)
	14,538,325	10,550,000	13,780,192	9,629,266
Remeasurement:				
Loss from change in demographic assumptions and financial assumptions	-	2,438,095	-	2,278,827
At 31 December	14,538,325	12,988,095	13,780,192	11,908,093

The principal actuarial assumptions used are as follows:

	Consolidated financial statements		Separate financial statements	
	2023 %	2022 %	2023 %	2022 %
Discount rate	1.37 - 5.29	1.37 - 5.29	1.37 - 5.29	1.37 - 5.29
Salary increase rate	2.50 - 6.00	2.50 - 6.00	2.50 - 6.00	2.50 - 6.00
Turnover rate	0.00 - 25.00	0.00 - 25.00	0.00 - 25.00	0.00 - 25.00

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Sensitivity analysis of actuarial assumptions is as follows:

	Consolidated financial statements					
	Impact on retirement benefit obligations					
	Change in assumptions		Increase in assumption		Decrease in assumption	
	2023 %	2022 %	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Discount rate	1.00	1.00	(1,261,736)	(1,190,164)	1,484,966	1,400,995
Salary increase rate	1.00	1.00	1,591,436	1,384,593	(1,368,460)	(1,199,005)
Turnover rate	20.00	20.00	(1,502,156)	(1,276,273)	1,853,577	1,565,691
	Separate financial statements					
	Impact on retirement benefit obligations					
	Change in assumptions		Increase in assumption		Decrease in assumption	
	2023 %	2022 %	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Discount rate	1.00	1.00	(1,165,288)	(1,094,503)	1,374,454	1,291,094
Salary increase rate	1.00	1.00	1,470,064	1,276,413	(1,261,050)	(1,102,970)
Turnover rate	20.00	20.00	(1,410,353)	(1,195,365)	1,744,741	1,470,441

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method has been applied as when calculating the liability recognised in the statement of financial position.

The methods and types of assumptions used in preparing the sensitivity analysis do not change from the previous year.

The weighted average duration of the retirement benefit is 15.8 years (2022: 16.8 years).

Expected maturity analysis of undiscounted retirement benefits is as follows:

	Consolidated financial statements				
	Less than 1 year Baht	1 - 2 years Baht	2 - 5 years Baht	Over 5 years Baht	Total Baht
As at 31 December 2023					
Retirement benefit	4,016,904	412,754	1,363,010	48,499,524	54,292,192
As at 31 December 2022					
Retirement benefit	4,365,508	756,330	1,454,552	48,820,736	55,397,126
	Separate financial statements				
	Less than 1 year Baht	1 - 2 years Baht	2 - 5 years Baht	Over 5 years Baht	Total Baht
As at 31 December 2023					
Retirement benefit	4,016,904	284,658	937,620	45,819,584	51,058,766
As at 31 December 2022					
Retirement benefit	4,365,508	756,330	901,066	46,140,796	52,163,700

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22 Share capital

	Consolidated and Separate financial statements			
	Number of shares - issued and paid-up Shares	Ordinary shares - issued and paid-up Baht	Share premium, net Baht	Total Baht
As at 1 January 2022	7,842,209	784,220,900	665,586,405	1,449,807,305
Changes in the par value of ordinary shares	1,560,599,591	-	-	-
As at 31 December 2022	1,568,441,800	784,220,900	665,586,405	1,449,807,305
As at 1 January 2023	1,568,441,800	784,220,900	665,586,405	1,449,807,305
Issuance of ordinary shares	417,000,000	208,500,000	1,000,800,000	1,209,300,000
Transaction costs related to share issuance, net of tax	-	-	(22,370,791)	(22,370,791)
As at 31 December 2023	1,985,441,800	992,720,900	1,644,015,614	2,636,736,514

As at 31 December 2023, the total number of authorised ordinary shares is 1,985,441,800 shares with a par value of Baht 0.50 each (2022: 1,985,441,800 shares with a par value of Baht 0.50 each). The total number of issued and paid-up ordinary shares is 1,985,441,800 shares with a par value of Baht 0.50 each (2022: 1,568,441,800 shares with a par value of Baht 0.50 each).

On 16 February 2023, the Company received a payment of additional 417,000,000 ordinary shares with a par value of Baht 0.50 each at Baht 2.90 per share totalling Baht 1,209,300,000, representing paid-up totalling of Baht 208,500,000 and share premium of Baht 1,000,800,000. Transaction costs related to share issuance net of tax at the amount Baht 22,370,791 was deducted in ordinary share premium. The Company registered the increased share capital with the Ministry of Commerce on 17 February 2023. The Company's ordinary shares has started trading in the Stock Exchange of Thailand since 21 February 2023.

At the Extraordinary General Meeting of Shareholders No.1/2022 on 5 August 2022, the shareholders passed a resolution to approve the change in par value of the ordinary shares from original par value of Baht 100 per share to a par value of Baht 0.50 per share and has passed a resolution to approve the increase in registered share capital from Baht 784,220,900 to Baht 992,720,900 by issuing and offering 417,000,000 new ordinary shares with a par value of Baht 0.50 per share. The Company registered with the Ministry of Commerce on 9 August 2022.

23 Legal reserve

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
At 1 January	5,207,816	-	5,207,816	-
Appropriation during the year	3,002,509	5,207,816	3,002,509	5,207,816
At 31 December	8,210,325	5,207,816	8,210,325	5,207,816

Under the Public Companies Act, B.E. 2535, the Company is required to set aside as statutory reserve at least 5 percent of its net profit after accumulated deficit brought forward (if any) until the reserve is not less than 10 percent of the registered capital. This reserve is not available for dividend distribution.

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24 Interest income, net

For the year ended 31 December	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	Baht	Baht	Baht	Baht
Interest income from loans to non-performing assets	464,917,091	408,323,200	-	-
Interest income from loans to customers, net	25,653,713	29,489,866	-	-
Interest income from bank deposits	2,763,256	414,423	2,453,560	278,156
Interest income from loans to related parties (Note 31.1)	-	-	76,032,526	32,968,621
Total	493,334,060	438,227,489	78,486,086	33,246,777

25 Gain from derecognition of loans to non-performing assets

Gain from derecognition of loans to non-performing assets which met the derecognition conditions arises from the change of contracts from receivable of loans to non-performing assets to Group's receivable of loans to customers.

For the year ended 31 December	Consolidated financial statements	
	2023	2022
	Baht	Baht
Gain from derecognition of loans to non-performing assets	-	7,053,104

Gain from derecognition was not presented with net of expected credit loss.

26 Service and professional fee income

For the year ended 31 December	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	Baht	Baht	Baht	Baht
Debt tracking and collections service fee income				
- others	162,024,594	182,376,599	162,024,594	182,376,599
- related parties (Note 31.1)	-	-	68,847,963	59,060,272
Professional fee income				
- others	23,623,348	44,050,569	23,623,348	44,050,569
- related parties (Note 31.1)	-	-	20,999,000	46,581,750
Management fee income				
- related parties (Note 31.1)	-	-	18,479,684	18,304,522
Total	185,647,942	226,427,168	293,974,589	350,373,712

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27 Expenses by nature

For the year ended 31 December	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	Baht	Baht	Baht	Baht
Staff costs	208,940,444	197,767,903	201,851,354	189,731,964
Debts collection expenses	6,654,889	2,426,620	2,629,839	1,054,258
Professional fees	21,461,732	20,559,244	4,125,479	3,926,044
Consulting fees	778,938	3,432,207	778,938	3,348,207
Rental, electricity, and utility expenses	7,732,344	8,763,694	6,818,675	7,471,385
Depreciation and amortisation	22,080,268	8,767,010	22,232,021	8,878,611
Advertising and public relation expenses	3,361,306	-	3,360,706	-
Fees	59,982,111	54,521,743	20,312,567	11,817,907

28 Finance costs

For the year ended 31 December	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	Baht	Baht	Baht	Baht
Interest and finance costs related to lease liabilities	896,276	983,755	788,605	877,124
Interest related to borrowings from financial institutions	15,338,636	18,930,932	4,254,402	4,283,681
Total	16,234,912	19,914,687	5,043,007	5,160,805

29 Income tax expense

For the year ended 31 December	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	Baht	Baht	Baht	Baht
Current tax:				
Current tax on profits for the year	47,377,112	54,994,526	15,443,430	26,611,242
Adjustments in respect of prior year (over) under	(127,747)	7,062	(127,747)	(457,198)
	47,249,365	55,001,588	15,315,683	26,154,044
Deferred tax:				
Origination and reversal of temporary differences (Note 17)	(12,634,339)	(20,355,353)	(323,603)	(348,619)
Income tax expense	34,615,026	34,646,235	14,992,080	25,805,425

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Income tax on the Group's and the Company's profit before tax is as follows:

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	Baht	Baht	Baht	Baht
Profit before tax	167,642,149	178,736,077	75,042,266	129,961,751
Tax calculated at a tax rate of 20%	33,528,430	35,747,215	15,008,453	25,992,350
Tax effect of:				
Income not subject to tax	(238,732)	(1,520,718)	-	-
Expenses additionally deductible for tax purpose	(196,044)	-	(195,444)	-
Non-tax deductible expenses	1,649,119	412,676	306,818	270,273
Utilisation of previously unrecognised tax losses	-	-	-	-
Adjustments in respect of prior year (over) under	(127,747)	7,062	(127,747)	(457,198)
Income tax expense	34,615,026	34,646,235	14,992,080	25,805,425
				2023
				Baht
Income tax recognised directly in equity				
Transaction costs related to share issuance				5,592,697

The weighted average applicable tax rate was 20.65% (2022: 19.38%) for consolidated financial statements and 19.98% (2022: 19.86%) for separate financial statements.

30 Earnings per share

Basic earnings per share is calculated by dividing the net profit attributable to ordinary shareholders of the parent company by the weighted average number of ordinary shares outstanding held by shareholders during the year.

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Net profit attributable to ordinary shareholders of the parent company (Baht)	133,019,825	144,085,853	60,050,183	104,156,326
Weighted average number of ordinary shares outstanding held by shareholders* (shares)	1,931,745,910	1,568,441,800	1,931,745,910	1,568,441,800
Basic earnings per share (Baht per share)	0.07	0.09	0.03	0.07

* Weighted average number of ordinary shares outstanding held by shareholders was taken the effect from the reduction in par value of ordinary shares from Baht 100 per share to Baht 0.50 per share.

There are no potential dilutive ordinary shares in issue during the year.

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31 Related party transactions

Parties and individuals that, directly or indirectly through one or more intermediaries, control or are controlled by, or are under common control with, the Company, including holding companies, subsidiaries and fellow subsidiaries are related parties of the Company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the Company, key management personnel, including directors and employees of the Company and close family members of these individuals and companies associated with these individuals also constitute related parties.

In considering each possible related-party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

The Group is controlled by Mr. Pracha Chaisuwan holding the Company's shares in proportion of 51% of total shares and held by RS Public Company Limited Group in proportion of 20%.

The related party transactions are made on trading norms and based on agreements.

Nature of relationship with related parties is as follows:

	Nature of relationship
Mr. Pracha Chaisuwan	Director and shareholder
Ms. Waraluck Chaisuwan	Director and shareholder
Mr. Sutha Maneeprom	Director's related person
CF Asia Asset Management Co., Ltd.	Subsidiary
Resolution Way Co., Ltd.	Subsidiary
Courts Megastore (Thailand) Co., Ltd.	Subsidiary
RS Public Company Limited	Related party

31.1 Transactions with related parties

Transactions with related parties are as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
For the year ended 31 December				
Interest income				
Subsidiaries	-	-	76,032,526	32,968,621
Service fee, Professional fee, and management fee income				
Subsidiaries	-	-	108,326,647	123,946,544
Finance costs				
Subsidiaries	-	-	114,749	180,616
Related person	480,644	594,750	272,815	336,586
	480,644	594,750	387,564	517,202
Advertising and public relation expenses				
Related party	3,025,001	-	3,025,001	-
Other income				
Related person	15,500	-	15,500	-

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31.2 Outstanding balances arising from services rendered

The outstanding balances at the end of the year in relation to transactions with related parties are as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
At 31 December				
Trade and other receivables				
Subsidiaries	-	-	-	1,656,163
Related person	15,934	-	15,934	-
	15,934	-	15,934	1,656,163
Accrued income				
Subsidiaries	-	-	8,540,288	12,947,475
	-	-	8,540,288	12,947,475
Prepaid expense				
Related party	-	1,500,000	-	1,500,000
	-	1,500,000	-	1,500,000
Other Payables				
Subsidiaries	-	-	347,448	5,000
	-	-	347,448	5,000

31.3 Short-term loans to related parties

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
At 31 December				
Short-term loans to				
Subsidiaries	-	-	2,042,260,243	804,000,000
<u>Less</u> Allowance for expected credit loss	-	-	-	-
Total	-	-	2,042,260,243	804,000,000

The movements of short-term loans to related parties can be analysed as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Subsidiaries				
At 1 January	-	-	804,000,000	831,000,000
Loan additions during the year	-	-	1,455,260,243	98,000,000
Loan repayments during the year	-	-	(217,000,000)	(125,000,000)
At 31 December	-	-	2,042,260,243	804,000,000

Short-term loans to subsidiaries are unsecured, due at call and bear interest equal to the average interest rate of borrowings from commercial banks plus a mark-up of 0.05% per annum.

The loans are current portion. The fair value approximates their carrying amount as the impact of discounting is not significant.

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31.4 Lease liabilities

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
At 31 December				
Lease liabilities				
Subsidiary	-	-	1,518,634	2,963,885
Related person	8,148,939	10,602,295	4,651,401	6,052,586
	8,148,939	10,602,295	6,170,035	9,016,471

The movement of lease liabilities (net) for the year ended 31 December 2023 are as follows:

	Consolidated financial statements	Separate financial statements
	Baht	Baht
Subsidiaries		
Opening balance	-	2,963,885
Interest during the year	-	114,749
Payment during the year	-	(1,560,000)
Ending balance	-	1,518,634
Related person		
Opening balance	10,602,295	6,052,586
Interest during the year	480,644	272,815
Payment during the year	(2,934,000)	(1,674,000)
Ending balance	8,148,939	4,651,401

31.5 Key management remunerations

The Group's key management includes directors (executive and non-executive), members of the executive committee. The remunerations paid or payable to key management are as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
For the year ended 31 December				
Salaries and other short-term employee benefits	23,103,416	20,138,894	21,048,262	18,721,906
Post-employment benefits	1,194,319	155,423	1,194,319	155,354
Total	24,297,735	20,294,317	22,242,581	18,877,260

31.6 Guarantee

As at 31 December 2023, The Group's and the Company's borrowings with secured liabilities are amounting Baht 396.89 million and Baht 235.22 million, respectively (2022: Baht 743.97 million and Baht 165.22 million, respectively). The borrowings from financial institutions are collateralised by the Company's and subsidiaries' directors and subsidiaries. The borrowings are secured by the Group's land and buildings (Note 16), directors' land and buildings, company's shares held by director, and the rights in non-performing assets of subsidiaries.

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32 Commitments

As at 31 December, the Group has commitments as follows:

32.1 Capital commitments

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Plant and equipment	2,472,913	17,580,472	2,472,913	17,580,472

32.2 Commitments under lease and service contracts

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Not later than 1 year	1,119,480	2,704,780	977,000	2,515,300
Later than 1 year but not later than 5 years	158,860	2,109,340	132,000	1,968,000
Total	1,278,340	4,814,120	1,109,000	4,483,300

32.3 Letters of guarantee

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Letters of guarantee	1,500,000	700,000	1,500,000	700,000

Letters of guarantee issued by banks to third parties on behalf of the Group are for the normal course of business.

33 Events occurring after the reporting date

On 28 February 2024, the Board of Directors of the Company approved the submission for approval at the Annual General Meeting of Shareholders to approve the following matters:

- 1) Increase in the registered capital of the Company totaling to Baht 99,272,090 from the registered capital of Baht 992,720,900 to a new registered capital of Baht 1,091,992,990 by issuance of new ordinary shares 198,544,180 shares at par value of Baht 0.50 per share.
- 2) Issuance of warrants to purchase ordinary shares to offer and allocate newly issued 198,544,180 ordinary shares of the Company to existing shareholders in an amount not exceeding 198,544,180 units at a ratio of 10 original shares to 1 warrant with free of charge.

Attachments

Attachment 1

Summary of Directors, Executives, Controllers, Top Authorized Person in Charge of Accounting and Finance, Authorized Person Directly in Charge of Bookkeeping and Company Secretary

Directors, Executives, Controllers, Top Authorized Person in Charge of Accounting and Finance

Full Name	Mr. Pracha Chaisuwan
Current Position	Authorized Signatory Director / Chairman of the Executive Committee / Chief Executive Officer
Age	64 years
Date of Appointment	August 4, 1998
Shareholding in the Company	<ul style="list-style-type: none"> Himself: 51.41% Spouse: 0.10% / Minor Children: - None -
Education	<ul style="list-style-type: none"> Master of Arts in Political Science, Ramkhamhaeng University Bachelor of Laws, Dhurakij Pundit University
Training Records	<ul style="list-style-type: none"> Director Certification Program (DCP) Class 317/2022 Director Accreditation Program (DAP) Class 187/2021
Work Experience over 5 years	
2021 – present	Director / Chairman of the Executive Committee / Chief Executive Officer – Chase Asia Public Company Limited
2021 – present	Director – Asset Asia Co., Ltd.
2015 – 2021	Director – COURTS Megastore (Thailand) Co., Ltd.
2003 – 2021	Director – Resolution Way Co., Ltd.
Directorship/Executive Position in Other Business	
• Listed Companies:	- None -
• Non-Listed Companies:	Director - Asset Asia Co., Ltd.
Family Relationships between Directors and Executives	<ul style="list-style-type: none"> Spouse of Ms. Hathairat Kaewsaenmuang Father of Ms. Waraluck Chaisuwan and Ms. Suthida Chaisuwan

Full Name	Ms. Waraluck Chaisuwan
Current Position	Authorized Signatory Director / Member of the Executive Committee / Member of the Risk Management Committee / Chairman of the Corporate Governance and Sustainable Development Committee / Chief Financial Officer
Age	43 years
Date of Appointment	January 27, 2021
Shareholding in the Company	<ul style="list-style-type: none"> Herself: 0.07% Spouse / Minor Children: - None -
Education	<ul style="list-style-type: none"> Master of Business Administration, Monash University Bachelor Degree in International Business Administration, University of the Thai Chamber of Commerce Bachelor of Laws, Chulalongkorn University
Training Records	<ul style="list-style-type: none"> Director Accreditation Program (DAP) Class 186/2021 Financial Statements for Directors (FSD) Class 45/2022 CFO's Orientation Course Class 2022 Strategic CFO in Capital Markets Class 10
Work Experience over 5 years	
2021 - present	Director / Member of the Executive Committee / Member of the Risk Management Committee / Chairman of the Corporate Governance and Sustainable Development Committee / Chief Financial Officer - Chase Asia Public Company Limited
2021 - present	Director - Resolution Way Co., Ltd.
2013 - present	Director - CF Asia Asset Management Co., Ltd.
2013 - 2021	Vice President - Siam Commercial Bank Public Company Limited
Directorship/Executive Position in Other Business	
• Listed Companies:	- None -
• Non-Listed Companies:	Director - Resolution Way Co., Ltd. Director - CF Asia Asset Management Co., Ltd.
Family Relationships between Directors and Executives	<ul style="list-style-type: none"> Daughter of Mr. Pracha Chaisuwan Sister of Ms. Suthida Chaisuwan

Full Name	Ms. Suthida Chaisuwan
Current Position	Authorized Signatory Director / Member of the Executive Committee / Member of the Risk Management Committee / Member of the Corporate Governance and Sustainable Development Committee / Chief Legal Officer
Age	35 years
Date of Appointment	March 1, 2021
Shareholding in the Company	<ul style="list-style-type: none"> Herself: 0.04% Spouse / Minor Children: -None-
Education	<ul style="list-style-type: none"> Master Degree in International Commercial Law University of Kent Postgraduate Certificate, Maritime Law, University of Nottingham Bachelor of Laws, Assumption University of Thailand
Training Records	<ul style="list-style-type: none"> Director Accreditation Program (DAP) Class 187/2021 Financial Statements for Directors (FSD) Class 45/2022
Work Experience over 5 years	
2021 - present	Director / Member of the Executive Committee / Member of the Risk Management Committee / Member of the Corporate Governance and Sustainable Development Committee / Chief Legal Officer - Chase Asia Public Company Limited
2021 - present	Director - CF Asia Asset Management Co., Ltd.
2021 - present	Director - Resolution Way Co., Ltd.
2020 - 2021	Senior Associate – Pisut and Partners Co., Ltd.
2018 - 2020	Associate – Kudun and Partners Co., Ltd.
2015 - 2018	Associate – Wissen & Co., Ltd.
Directorship/Executive Position in Other Business	
• Listed Companies:	- None -
• Non-Listed Companies:	Director - CF Asia Asset Management Co., Ltd. Director - Resolution Way Co., Ltd.
Family Relationships between Directors and Executives	<ul style="list-style-type: none"> Daughter of Mr. Pracha Chaisuwan Sister of Ms. Waraluck Chaisuwan

Full Name	Ms. Hathairat Kaewsanmuang
Current Position	Authorized Signatory Director / Member of the Nomination and Remuneration Committee / Member of the Executive Committee / Chairman of the Risk Management Committee / Member of the Corporate Governance and Sustainable Development Committee / Chief Operating Officer / Chief People Officer (Acting)
Age	48 years
Date of Appointment	November 15, 2021
Shareholding in the Company	<ul style="list-style-type: none"> Herself: 0.10% Spouse: 51.41% / Minor Children: - None -
Education	<ul style="list-style-type: none"> MBA (eCommerce), Queensland University of Technology Bachelor of Business Administration, Banking & Finance, Ramkhamhaeng University Bachelor of Laws, Chulalongkorn University
Training Records	<ul style="list-style-type: none"> Director Certification Program (DCP) Class 317/2022 Director Accreditation Program (DAP) Class 187/2021
Work Experience over 5 years	
2021 - present	Director / Managing Director – COURTS Megastore (Thailand) Co., Ltd.
2011 - present	Member of the Nomination and Remuneration Committee / Member of the Executive Committee / Chairman of the Risk Management Committee / Member of the Corporate Governance and Sustainable Development Committee / Chief Operating Officer / Chief People Officer (Acting) - Chase Asia Public Company Limited
Directorship/Executive Position in Other Business	
• Listed Companies:	- None -
• Non-Listed Companies:	Director – COURTS Megastore (Thailand) Co., Ltd.
Family Relationships between Directors and Executives	<ul style="list-style-type: none"> Spouse of Mr. Pracha Chaisuwan

Full Name	Mr. Surachai Chetchotisak
Current Position	Director / Member of the Executive Committee
Age	61 years
Date of Appointment	March 1, 2021
Shareholding in the Company	<ul style="list-style-type: none"> Himself: - None - Spouse / Minor Children: - None -
Education	<ul style="list-style-type: none"> Honorary Doctorate of Business Administration, Chandrakasem Rajabhat University Bachelor of Political Science, Ramkhamhaeng University
Training Records	<ul style="list-style-type: none"> Director Accreditation Program (DAP) Class 6/2003
Work Experience over 5 years	
2023 - present	Director – RS Service Center Co., Ltd.
2023 - present	Director – Gift Infinite Public Company Limited
2023 - present	Director – Pet Medical Group Co., Ltd.
2022 – present	Director – RS Pet All Co., Ltd.
2021 – present	Director – Chase Asia Public Company Limited
2021 – present	Director – Chetchot Holdings Co., Ltd.
2021 – present	Director – RS Multimedia and Entertainment Co., Ltd.
2021 – present	Director – Fourth Apple Co., Ltd.
2020 – present	Director – R Alliance Co., Ltd.
2016 – present	Director – RS LiveWell Co., Ltd.
2016 – present	Director – RS Mall Co., Ltd.
1992 – present	Director – RS Public Company Limited
Directorship/Executive Position in Other Business	
<ul style="list-style-type: none"> Listed Companies: 	Director – RS Public Company Limited, Gift Infinite Public Company Limited
<ul style="list-style-type: none"> Non-Listed Companies: 	Director – RS Mall Co., Ltd., RS Music Co., Ltd., RS Connect Co., Ltd., R Alliance Co., Ltd., RS LiveWell Co., Ltd., Fourth Apple Co., Ltd., RS Multimedia and Entertainment Co., Ltd., RS International Broadcasting and Sport Management Co., Ltd., Golden Tiger Co., Ltd., Soaring Tiger Co., Ltd., Chetchot Co., Ltd., Tiger Fun Co., Ltd., Membership Co., Ltd., Chetchotisak Co., Ltd., Chetchot Holdings Co., Ltd., RS Pet All Co., Ltd., Pet Medical Group Co., Ltd., RS Service Center Co., Ltd.
Family Relationships between Directors and Executives	- None -

Full Name	Mr. Wittawat Wetchabutsakorn
Current Position	Director / Member of the Executive Committee
Age	45 years
Date of Appointment	Marc 1, 2021
Shareholding in the Company	<ul style="list-style-type: none"> Himself: - None - Spouse / Minor Children: - None -
Education	<ul style="list-style-type: none"> Master of Business Administration (MBA), Northeastern University, Boston, USA Master of Science in Finance (MSF), Northeastern University, Boston, USA Bachelor of Business Administration (BBA), International Program, Chulalongkorn University
Training Records	<ul style="list-style-type: none"> Director Accreditation Program (DAP) Class 191/2022 CFO's Orientation Course for New IPOs Class 4- (Orientation 12 hours) by Thailand Securities Institute (TSI), the Stock Exchange of Thailand Class 4/2020 CFO's Course for TFRS 2020 by Dharmniti Seminar and Training Co., Ltd. (2020) TLCA CFO Professional Development Program (TLCA CFO CPD) Class 9/2021 ESG related Financial Innovation Class 4/2022 Understanding of Digital Assets and the Role of CFO Class 5/2022 Restructuring Business for Growth Class 6/2022 The Role of the CFO in Corporate Sustainability Class 2/2023 Risk Management for CFOs Class 3/2023 FinTech: Financial Technology Class 7/2023 Economic Update for CFO (No. 2)
Work Experience over 5 years	
2023 - present	Director – Pet Medical Group Co., Ltd.
2023 - present	Director – RS UMG Co., Ltd.
2023 - present	Director – RS Service Center Co., Ltd.
2022 - present	Director – RS Pet All Co., Ltd.
2021 – present	Director - Chase Asia Public Company Limited
2021 – present	Director – RS Multimedia and Entertainment Co., Ltd.
2021 - present	Director – RS Mall Co., Ltd.
2021 – present	Director – Fourth Apple Co., Ltd.
2021 – present	Director – CF Asia Asset Management Co., Ltd.
2021 – present	Director – Resolution Way Co., Ltd.
2021 – present	Director – COURTS Megastore (Thailand) Co., Ltd.
2020 – present	Director – RS Public Company Limited
2020 – present	Director – R Alliance Co., Ltd.
Directorship/Executive Position in Other Business	
• Listed Companies:	Director – RS Public Company Limited
• Non-Listed Companies:	Director – R Alliance Co., Ltd., RS Mall Co., Ltd., Fourth Apple Co., Ltd., RS Multimedia and Entertainment Co., Ltd., COURTS Megastore (Thailand) Co., Ltd., CF Asia Asset Management Co., Ltd., Resolution Way Co., Ltd., RS Pet All Co., Ltd., RS Service Center Co., Ltd., RS UMG Co., Ltd., Pet Medical Group Co., Ltd.
Family Relationships between Directors and Executives	- None -

Full Name	Mr. Pradit Leosirikul
Current Position	Independent Director / Chairman of the Board / Member of the Audit Committee / Member of the Nomination and Remuneration Committee
Age	70 years
Date of Appointment	November 15, 2021
Shareholding in the Company	<ul style="list-style-type: none"> Himself: 0.10% Spouse / Minor Children: - None -
Education	<ul style="list-style-type: none"> Master Degree in Financial Management, West Coast University, USA Bachelor Degree in Management, College of Technology and Vocational Education High Vocational Certificate in Management, Bangkok Commercial College
Training Records	<ul style="list-style-type: none"> Director Certification Program (DCP) Class 136/2010
Work Experience over 5 years	
2023 - present	Independent Director – Chubb Samaggi Insurance Public Company Limited
2021 – present	Independent Director / Chairman of the Board / Member of the Audit Committee / Member of the Nomination and Remuneration Committee - Chase Asia Public Company Limited
Directorship/Executive Position in Other Business	
<ul style="list-style-type: none"> Listed Companies: Non-Listed Companies: 	<ul style="list-style-type: none"> - None - Independent Director – Chubb Samaggi Insurance Public Company Limited
Family Relationships between Directors and Executives	- None -

Full Name	Mr. Grish Attagrish
Current Position	Independent Director / Chairman of the Audit Committee
Age	66 years
Date of Appointment	November 15, 2021
Shareholding in the Company	<ul style="list-style-type: none"> Himself: - None - Spouse / Minor Children: - None -
Education	<ul style="list-style-type: none"> Master Degree in Marketing, Faculty of Commerce and Accountancy, Chulalongkorn University Bachelor Degree in Banking and Finance, Faculty of Commerce and Accountancy, Chulalongkorn University
Training Records	<ul style="list-style-type: none"> Executive Training Program Class 1 Leadership Program, Capital Market Academy Director Accreditation Program (DAP) Class 191/2022, Thai Institute of Directors (IOD)
Work Experience over 5 years	
2021 – present	Independent Director / Chairman of the Audit Committee - Chase Asia Public Company Limited
2021 – present	Independent Director – Thai Roong Ruang Industry Co., Ltd.
2017 – present	Independent Director – Zeer Property Public Company Limited
Directorship/Executive Position in Other Business	
<ul style="list-style-type: none"> Listed Companies: Non-Listed Companies: 	<ul style="list-style-type: none"> - None - Independent Director – Thai Roong Ruang Industry Co., Ltd. Independent Director – Zeer Property Public Company Limited
Family Relationships between Directors and Executives	- None -

Full Name	Mrs. Wansuda Thanasaranart
Current Position	Independent Director / Chairman of the Nomination and Remuneration Committee / Member of the Audit Committee
Age	72 years
Date of Appointment	November 15, 2021
Shareholding in the Company	<ul style="list-style-type: none"> Herself: - None - Spouse / Minor Children: - None -
Education	<ul style="list-style-type: none"> Master of Business Administration, Thammasat University Bachelor of Arts (Accounting), Chiang Mai University
Training Records	<ul style="list-style-type: none"> Director Certification Program (DCP) Class 130/2016
Work Experience over 5 years	
2023 - present	Independent Director – Gift Infinite Public Company Limited
2022 - present	Independent Director – PAP EXIM Co., Ltd.
2021 – present	Independent Director / Chairman of the Nomination and Remuneration Committee / Member of the Audit Committee – Chase Asia Public Company Limited
2016 - present	Independent Director – RS Public Company Limited
Directorship/Executive Position in Other Business	
<ul style="list-style-type: none"> Listed Companies: 	Director - RS Public Company Limited Director - Gift Infinite Public Company Limited
<ul style="list-style-type: none"> Non-Listed Companies: 	Director - PAP EXIM Co., Ltd.
Family Relationships between Directors and Executives	- None -

Authorized Person Directly in Charge of Bookkeeping

Full Name	Ms. Punnikkaporn Talmool
Current Position	Accountant
Age	37 years
Date of Appointment	November 1, 2021
Shareholding in the Company	<ul style="list-style-type: none"> • Herself: - None - • Spouse / Minor Children: - None -
Education	<ul style="list-style-type: none"> • Bachelor Degree in Accounting, Maejo University
Training Records	<ul style="list-style-type: none"> • Key Summary and Practice Issues of TFRS 9, TFRS 15 and TFRS 16 for 6 hours, TFRS 9 Financial Instruments (Application and Samples) for 6 hours. She is qualified as bookkeeper under the Notification of the Department of Business Development
Work Experience over 5 years	
2021 - present	Account Manager – Chase Asia Public Company Limited
2018 - 2021	Assistant Account Manager – LG Electronics (Thailand) Co., Ltd.
2017 - 2018	Account Manager – MAC Education Co., Ltd.
Family Relationships between Directors and Executives	- None -

Company Secretary

Full Name	Ms. Monnira Danwiwat
Current Position	Company Secretary / Assistant to Chief Legal Officer
Age	34 years
Date of Appointment	October 19, 2021
Shareholding in the Company	<ul style="list-style-type: none"> • Herself: - None - • Spouse / Minor Children: - None -
Education	<ul style="list-style-type: none"> • LLM in International Trade Law, University of Leeds • Postgraduate Certificate, Maritime Law, University of Nottingham • Bachelor of Laws, Thammasat University
Training Records	<ul style="list-style-type: none"> • Company Secretary Program (CSP) Class 124/2021 • Company Reporting Program (CRP) Class 30/2021 • Effective Minutes Taking (EMT) Class 49/2021 • Board Reporting Program (BRP) Class 38/2021
Work Experience over 5 years	
2021 – present	Company Secretary – Chase Asia Public Company Limited
2020 - 2021	Associate – Kompas Law Ltd.
2019 - 2020	Associate – Dherakupt International Law Office Ltd.
2018 - 2019	Associate – Siam Premier International Law Office Limited
Family Relationships between Directors and Executives	- None -

Company Secretary's Duties and Responsibilities

In order to comply with the Company's corporate governance policy and the requirements of the Securities and Exchange Act B.E. 2535 (1992) (as amended) (the "SEC Act") in respect of the Company Secretary's role and duties, the Company Secretary shall have the following scope of powers and authority, which must be performed with responsibility, due care and integrity and in compliance with the laws, objectives, articles of association, resolutions of the Board and resolutions of shareholders' meetings of the Company.

1. To hold meetings of the Board and of shareholders in accordance with the Company's articles of association, and applicable laws.
2. To take minutes of meetings of the Board and of shareholders, provide recommendations and facilitate the Company's and the Board's performance in line and compliance with applicable laws, objectives, articles of association, resolutions of the Board and shareholders' meetings, and the Company's corporate governance policy.
3. To provide directors and executives with knowledge and training on performance of their duties in the respective roles.
4. To make available documents and information related to performance of duties to current and new directors.
5. To provide introduction of laws, rules, regulations and the Company's articles of association that the Board and executives should have known, and regularly monitor their due compliance therewith, including corporate governance practices of the Board in accordance with applicable laws, rules and regulations.
6. To arrange for the Board's performance review.
7. To communicate and coordinate with the Company's internal units and regulatory agencies, e.g., the Office of the Securities and Exchange Commission (the "SEC Office") and the Stock Exchange of Thailand, and ensure accurate and complete disclosure of information and reports to regulatory agencies and the public.
8. To function as center for communication of news and updates among the Board, executives and shareholders.
9. To prepare and keep the Company's material documents, e.g., a register of directors, notices and minutes of meetings of the Board and of shareholders, and annual registration statements/annual reports (Form 56-1 One Report).

10. To keep reports on interests of directors and executives involved in the management of the Company or its subsidiaries under Section 89/14 of the SEC Act, and reports by directors or executives, and deliver such reports to the Board Chairman and the Chairman of the Audit Committee within 7 business days upon the Company's receipt thereof.
11. To keep copies of reports on securities holding and changes in securities holding filed by directors, executives and the Company's auditor to the SEC Office.
12. To survey transactions with any interests on a yearly basis every year end with directors, executives and/or related persons, and submit such information to the Audit Committee and the Board for information at least once a year.
13. To have other powers, authority and responsibilities as delegated by the Board and/or take other actions as required and announced by the Capital Market Supervisory Board.

Summary of Direct and Indirect Shareholding of Directors and Executives in 2023

Full Name	Position	Shareholding (shares / percent)		
		As of February 21, 2023 *	As of December 31, 2023	Change
Mr. Pracha Chaisuwan	Director / Chairman of the Executive Committee / Chief Executive Officer	Himself: 1,017,087,200 shares (51.23%) Spouse: 1,900,000 shares (0.10%) / Minor Children -None-	Himself: 1,020,686,000 shares (51.41%) Spouse: 2,000,000 shares (0.10%) / Minor Children: -None-	Increase by 3,598,800 shares (0.18%)
Ms. Hathairat Kaewsaenmuang	Director / Member of the Nomination and Remuneration Committee / Member of the Executive Committee / Chairman of the Risk Management Committee / Member of the Corporate Governance and Sustainable Development Committee / Chief Operating Officer / Chief People Officer (Acting)	Herself: 1,900,000 shares (0.10%) Spouse: 1,017,087,200 shares (51.23%) / Minor Children -None-	Herself: 2,000,000 shares (0.10%) Spouse: 1,020,686,000 shares (51.41%) / Minor Children -None-	Increase by 100,000 shares (0.01%)
Ms. Waraluck Chaisuwan	Director / Member of the Executive Committee / Chairman of the Corporate Governance and Sustainable Development Committee / Member of the Risk Management Committee / Chief Financial Officer	Herself: 1,300,000 shares (0.07%) Spouse / Minor Children -None-	Herself: 1,315,000 shares (0.07%) Spouse / Minor Children -None-	Increase by 15,000 shares (0.00%)
Ms. Suthida Chaisuwan	Director / Member of the Executive Committee / Member of the Risk Management Committee / Member of the Corporate Governance and Sustainable Development Committee / Chief Legal Officer	Herself: 851,000 shares (0.04%) Spouse / Minor Children -None-	Herself: 808,500 shares (0.04%) Spouse / Minor Children -None-	Decrease by 42,500 shares (0.00%)
Mr. Surachai Chetchotisak	Director / Member of the Executive Committee	- None -	- None -	- None -
Mr. Wittawat Wetchabutsakorn	Director / Member of the Executive Committee	- None -	- None -	- None -
Mr. Pradit Leosirikul	Independent Director / Board Chairman / Member of the Audit Committee / Member of the Nomination and Remuneration Committee	Himself: 1,300,000 shares (0.07%) Spouse / Minor Children -None-	Himself: 1,900,000 shares (0.10%) Spouse / Minor Children -None-	Increase by 600,000 shares (0.03%)
Mr. Grish Attagrish	Independent Director / Chairman of the Audit Committee	- None -	- None -	- None -
Mrs. Wansuda Thanasaranart	Independent Director / Member of the Audit Committee / Chairman of the Nomination and Remuneration Committee	Herself: 65,000 shares (0.00%) Spouse / Minor Children -None-	- None -	Decrease by 65,000 shares (0.00%)
Total		1,022,503,200 shares (51.50%)	1,026,709,500 shares (51.71%)	Increase by 4,206,300 shares (0.21%)

Remark Shareholding information as of February 21, 2023, as the date on which the Company's ordinary shares started trading on the SET.

Tenure of Directors, Executives and Controllers of the Company in Subsidiaries and Associated Companies

	Mr. Pracha Chaisuwan	Ms. Hathairat Kaewsaenmuang	Ms. Waraluck Chaisuwan	Ms. Suthida Chaisuwan	Mr. Surachai Chetchotisak	Mr. Wittawat Wetchabut-sakorn	Mr. Grish Attagrish	Mr. Pradit Leosirikul	Mrs. Wansuda Thanasaranart
Company Chase Asia Public Company Limited	/, 0, Ex	/, 0, N, E. Rx, C	/, 0, E. R, Cx	/, 0, E, R, C	/, E	/, E	//, Ax	X, //, A, N	//, A, Nx
Subsidiaries Resolution Way Co., Ltd.			/, 0	/		/			
CF Asia Asset Management Co., Ltd.			/	/, 0		/			
COURTS Megastore (Thailand) Co., Ltd.		/, 0				/			
Associated Companies Asset Asia Co., Ltd.	/, 0								
RS Public Company Limited					X, /, 0	/, 0			//, A, N
RS Mall Co., Ltd.					X, /	/			
RS Music Co., Ltd.					X, /				
RS Connect Co., Ltd.					X, /				
R Alliance Co., Ltd.					X, /	/			
RS LiveWell Co., Ltd.					X, /				
Fourth Apple Co., Ltd.					X, /	/			
RS Multimedia & Entertainment Co., Ltd.					X, /	/			
RS International Broadcasting and Sport Management Co., Ltd.					X, /				
Golden Tiger Co., Ltd.					/				
Soaring Tiger Co., Ltd.					/				
Chetchot Co., Ltd.					/				
Tiger Fun Co., Ltd.					/				
Membership Co., Ltd.					/				
Chetchotisak Co., Ltd.					/				
Chetchot Holdings Co., Ltd.					/				
RS Pet All Co., Ltd.					X, /	/			
Pet Medical Group Co., Ltd.					/, 0	/			
RS Service Center Co., Ltd.					/, 0	/, 0			
Gift Infinite Public Company Limited					/, 0				//
RS UMG Co., Ltd.						/			
Zeer Property Public Company Limited							//		
Thai Roong Ruang Industry Co., Ltd.							//		
Chubb Samaggi Insurance Public Company Limited								//	
PAP Exim Company Limited									//, A,

Remark

X = Board Chairman

// = Independent Director

/ = Director

0 = Executive

Ax = Chairman of the Audit Committee

A = Member of the Audit Committee

Nx = Chairman of the Nomination and Remuneration Committee

N = Member of the Nomination and Remuneration Committee

Ex = Chairman of the Executive Committee

E = Member of the Executive Committee

Rx = Chairman of the Risk Management Committee

R = Member of the Risk Management Committee

Cx = Chairman of the Corporate Governance and Sustainable Committee

C = Member of the Corporate Governance and Sustainable Committee

Attachment 2**Details of Directors of Subsidiaries**

	Mr. Pracha Chaisuwan	Ms. Hathairat Kaewsaenmua ng	Ms. Waraluck Chaisuwan	Ms. Suthida Chaisuwan	Mr. Surachai Chetchotisak	Mr. Wittawat Wetchabut- sakorn	Mr. Grish Attagrish	Mr. Pradit Leosirikul	Mrs. Wansuda Thanasaranart
Resolution Way Co., Ltd.			/, 0	/		/			
CF Asia Asset Management Co., Ltd.			/	/, 0		/			
COURTS Megastore (Thailand) Co., Ltd.		/, 0				/			

Remark

/ = Director

0 = Executive

Attachment 3**Details of Head of Internal Audit and Head of Compliance****Internal Audit**

Full Name	Mr. Nattakan Mungpien
Current Position	Head of Internal Audit
Age	35 years
Date of Appointment	February 28, 2022
Shareholding in the Company	<ul style="list-style-type: none"> Himself: - None - Spouse / Minor Children: - None -
Education	<ul style="list-style-type: none"> Master Degree in Accounting, Chulalongkorn University Bachelor Degree in Business Administration, Accounting, Rajamangala University Technology Thanyaburi
Training Records	<ul style="list-style-type: none"> Distinction between Personal and Public Interests Program, Office of the National Anti-Corruption Commission ISO 9001:2015 Internal Quality Audit and ISO 14001:2015 Internal Environmental Auditing (ISET Thailand Limited) Safety Officer in Management Level IT Audit by the Federation of Accounting Professions under the Royal Patronage of His Majesty the King Fraud Audit, The Institute of Internal Auditors of Thailand
Work Experience over 5 years	
2021 - present	Head of Internal Audit – Chase Asia Public Company Limited
2018 - 2020	Internal Control Consultant – SP Audit Co., Ltd.
2017	Business & Internal Control Manager – Chef Man Group of Restaurant
Family Relationships between Directors and Executives	- None -

Moreover, the Company engages KPMG Phoomchai Business Advisory Co., Ltd., an outsource service provider, as independent internal auditor, whereby Mr. Supachet Kunaluckkul serves as key personnel in the operations, with his details as follows:

Full Name	Mr. Supachet Kunaluckkul
Current Position	Key Personnel of Internal Audit
Age	43 years
Date of Appointment	February 28, 2022
Shareholding in the Company	<ul style="list-style-type: none"> Himself: - None - Spouse / Minor Children: - None -
Education	<ul style="list-style-type: none"> Master Degree in Accounting, Thammasat University Bachelor Degree of Accounting, Srinakharinwirot University
Training Records	<ul style="list-style-type: none"> Certified Internal Auditor (CIA) Certified Information Systems Auditor (CISA)
Work Experience over 5 years	
2015 – present	Partner – KPMG Phoomchai Business Advisory Co., Ltd.
2557 – 2015	Vice Executive Director – KPMG Phoomchai Business Advisory Co., Ltd.
2555 – 2557	Manager - KPMG China, Guangzhou Office
Family Relationships between Directors and Executives	- None -

Compliance

The Company authorizes Ms. Monnira Danwiwat to act as Head of Compliance of the Company, with her details as follows:

Full Name	Ms. Monnira Danwiwat
Current Position	Company Secretary / Assistant to Chief Legal Officer
Age	34 years
Date of Appointment	October 19, 2021
Shareholding in the Company	<ul style="list-style-type: none"> • Herself: - None - • Spouse / Minor Children: - None -
Education	<ul style="list-style-type: none"> • LLM in International Trade Law, University of Leeds • Postgraduate Certificate, Maritime Law, University of Nottingham • Bachelor of Laws, Thammasat University
Training Records	<ul style="list-style-type: none"> • Company Secretary Program (CSP) Class 124/2021 • Company Reporting Program (CRP) Class 30/2021 • Effective Minutes Taking (EMT) Class 49/2021 • Board Reporting Program (BRP) Class 38/2021
Work Experience over 5 years	
2021 – present	Company Secretary – Chase Asia Public Company Limited
2020 - 2021	Associate – Kompas Law Ltd.
2019 - 2020	Associate – Dherakupt International Law Office Ltd.
2018 - 2019	Associate – Siam Premier International Law Office Limited
Family Relationships between Directors and Executives	- None -

Attachment 4

Assets Used in Business Operations and Details on Asset Valuation

1. Fixed Assets Used in Business Operations

As at December 31, 2023, the net book value after depreciation of the Company's fixed assets used in the Group's business operations as presented in the Company's consolidated financial statements was Baht 471.06 million, with the details as follows:

Type/Description of Assets	Net Book Value (Million Baht)	Ownership	Obligation
1. Plant, property and equipment	443.42	Owner	Collateral of long-term loans from financial institutions in the amount of Baht 343.03 million
2. Right-of-use assets	12.20	Leasehold	None
3. Intangible assets	15.44	Owner	None
Total	471.06		

1.1 Property, plant and equipment

As at December 31, 2023, the net book value of property, plant and equipment per the Company's consolidated financial statements is detailed as follows:

Item	Net Book Value as at December 31, 2023 (Million Baht)	Ownership	Obligation
Land	169.05	Owner	Collateral of long-term loans from financial institutions in the amount of Baht 169.05 million
Buildings and building improvements	225.84	Owner	Collateral of long-term loans from financial institutions in the amount of Baht 173.98 million
Office equipment	30.35	Owner	None
Furniture and fixture	0.97	Owner	None
Vehicles	0.00	Owner	None
Assets under construction	17.21	Owner	None
Total	443.42		

1.1.1 Land

Location	Area (rai-ngarn-wah)	Net Book Value (Million Baht)	Purpose of Use	Ownership	Obligation
Khlong Kluea Subdistrict, Pak Kret District, Nonthaburi Province	1-0-0	100.00	Head Office	Owner	Collateral of long-term loans from financial institutions
Pa Daet Subdistrict, Mueang Chiangmai District, Chiangmai Province	1-1-74.4	61.92	Branch Office	Owner	Collateral of long-term loans from financial institutions
Ladyao Subdistrict, Chatuchak District, Bangkok	0-0-87	7.13	Head Office	Owner	Collateral of long-term loans from financial institutions
Total		169.05			

1.1.2 Buildings and building improvements

Description and Location	Net Book Value (Million Baht)	Purpose of Use	Ownership	Obligation
Building, 166, Moo 10, Chiangmai – Hod Road, Pa Daet Subdistrict, Mueang Chiangmai District, Chiangmai Province	49.32	Office	Owner	Collateral of long-term loans from financial institutions
Commercial Building, 8/10 Soi Vibhavadi Rangsit 44 (Mongkhon Niwet), Vibhavadi Rangsit Road, Ladyao Subdistrict, Chatuchak District, Bangkok	0.00	Office	Owner	None
Khlong Kluea Subdistrict, Pak Kret District, Nonthaburi Province	124.66	Office	Owner	Collateral of long-term loans from financial institutions
Building improvements, Khlong Kluea Subdistrict, Pak Kret District, Nonthaburi Province	51.53	Office	Owner	None
Other building improvements	0.33	Office	Owner	None
Total	225.84			

1.1.3 Other property, plant and equipment

Description	Net Book Value (Million Baht)	Purpose of Use	Ownership	Obligation
Office equipment	30.35	For use in the operations of branch and head offices	Owner	None
Furniture and fixture	0.97	For use as office furniture	Owner	None
Vehicles	0.00	For use in the operations	Owner	None
Assets under construction	17.21	Work under construction in the head office building	Owner	None
Total	48.53			

1.2 Right-of-use assets

As at December 31, 2023, the net book value of the right-of-use assets per the Company's consolidated financial statements is detailed below.

Item	Description	Net Book Value (Million Baht)
Buildings	The Company took on lease of buildings as head and branch offices, with the rents due and payable monthly at the rates in the relevant agreements.	7.52
Equipment	The Company rented office equipment, with the rents due and payable monthly at the rates in the respective agreements.	4.68
Total		12.20

1.3 Intangible assets

As at December 31, 2023, the net book value of the Company's intangible assets as presented in the Company's consolidated financial statements was Baht 15.44 million. The Company's intangible assets include program and software licensing fees.

2. Insurance

The Group takes out insurance relevant to its business operations. The Company believes that its insurance coverage is suitable and compatible with the practices in the industry to prevent damage which may be caused to the Company's core assets.

As at December 31, 2023, the Group took out insurance for both head and branch offices with the total sum insured of Baht 306,023,400.

Attachment 5**Corporate Governance Policy, Code of Conduct, Board Charter and Committee Charters****Corporate Governance Policy****Objectives**

Chase Asia Public Company Limited (the “Company”) and its subsidiaries realize that good governance is essential to promote the Company’s efficient operations and sustainable growth, which contribute to the best interests of all stakeholders, namely staff, investors, shareholders and other stakeholders. To this effect, the Board of Directors has established the Corporate Governance Policy that covers the key principles, from structure, roles, duties and responsibilities of the Board, to the principles of transparent, clear and auditable management by executives as guidelines for corporate management, so as to ensure that any actions taken by the Company are fair and take into account the best interests of shareholders and all stakeholders.

In order to render the Company trustworthy to its shareholders and all stakeholders, and for the purpose of sustainable business value creation in response to expectations of business sectors, investors, the capital market and society as a whole, the Board of Directors has thus established the Corporate Governance Policy based on the Corporate Governance Code for Listed Companies 2017 prepared by the Office of the Securities and Exchange Commission as the Company’s corporate governance guidelines.

1. Corporate Governance Policy and Principles

The Board of Directors stresses the importance of its compliance with corporate governance principles, which cover the following 8 principles:

Principle 1	Role and responsibilities of the Board
Principle 2	The Company’s objectives and key goals
Principle 3	Strengthen the Board’s effectiveness
Principle 4	Recruit and develop senior executives and personnel management
Principle 5	Promote innovation and responsible business operations
Principle 6	Ensure effective risk management and internal control
Principle 7	Maintain financial integrity and disclosure
Principle 8	Promote engagement and communication with shareholders

Principle 1: Role and responsibilities of the Board**Principle 1.1**

The Board familiarizes itself with its role, and is aware of its leadership responsibilities to oversee the organization’s efficient management, which cover the following matters:

- (1) To set out objectives and goals.
- (2) To set out strategies, operational policies and allocation of major resources to achieve such objectives and goals.
- (3) To monitor, evaluate and oversee performance reports.

Practice 1.2

The Board oversees the Company’s operations towards good governance outcome to create sustainable values to the business, including the following matters:

- (1) Competitiveness and good operating results taking into account long-term impact.
- (2) Ethical business operations, respect for rights and responsibilities to shareholders and stakeholders.
- (3) Contribution to society and development or mitigation of negative impact on the environment
- (4) Adaptation under change factors.

The Board adheres to the following principles in its oversight of the Company towards good corporate governance:

- 1.2.1 The Board primarily relies on ethics, impact on society and the environment over its financial performance.
- 1.2.2 The Board behaves as a role model in leadership position for corporate governance to promote organizational culture based on ethics.
- 1.2.3 The Board provides written policies for directors, executives and staff that reflect principles and guidelines for operations, e.g., the code of conduct, etc.

- 1.2.4 The Board oversees communication with all directors, executives and staff to understand, and adopts sufficient mechanisms to put the above policies into practice, monitors performance and regularly reviews policies and performance.

Principle 1.3

The Board makes sure all directors and executive perform their duties with due care (duty of care), integrity (duty of loyalty), and oversee the operations in compliance with laws, rules, regulations, its articles of association and shareholders' resolutions, as well as such policies or guidelines, including procedures for approval of material matters, e.g., investment, transactions which may materially affect the Company or its subsidiaries, connected transactions, acquisition/disposal of assets, and dividend payments, etc.

Principle 1.4

The Board familiarizes itself with the scope of its duties and responsibilities, clearly defines the scope of duties and responsibilities delegated to the Chief Executive Officer and the management team, and oversees the Chief Executive Officer and the management team to perform their delegated duties.

- 1.4.1 The Board prepares the Board charter or corporate governance policy that describes its duties and responsibilities for reference in the performance of duties of all directors, and regularly reviews such charter at least once a year, including regular review of respective roles and duties of the Board, the Chief Executive Officer and the management team to align with the organization's direction.
- 1.4.2 The Board familiarizes itself with the scope of its duties, and delegates management powers to the management team in writing, provided that such delegation in no way relieves the Board from its duties and responsibilities, and that the Board is required to oversee the management team to perform such delegated duties. The scope of duties of the Board, the Chief Executive Officer and the management team may be divided as follows:

Matters that should be undertaken

This refers to the following matters that the Board is mainly responsible to undertake properly, whereby the Board must be well competent to understand and consider these matters, and may task the management team to propose such matters for consideration:

- (a) To set out objectives, key goals for business operations.
- (b) To create organizational culture based on ethics, and behave as a role model.
- (c) To oversee the Board structure and performance to be conducive to efficiently achieving the objectives and key goals for business operations.
- (d) To recruit, develop, fix remuneration and review performance of the Chief Executive Officer.
- (e) To define remuneration structure as incentives for its personnel to perform their tasks in line with the organization's objectives and key goals.

Matters to be jointly undertaken with the management team

This refers to the following matters to be jointly considered by the Board, the Chief Executive Office and the management team, whereby the management team proposes such matters for the Board's approval, and the Board oversees overall policies to align with its objectives and key goals for business operations, and empowers the management team to proceed with such matters, subject to the Board's monitoring and the management team's report to the Board from time to time as appropriate:

- (a) To set out and review annual strategies, goals and plans.
- (b) To oversee the suitability and sufficiency of risk management system and internal control.
- (c) To delegate powers as appropriate to the management team's responsibilities.
- (d) To provide framework for allocation of resources, development and budgets, e.g., personnel management policy and plans, and information technology policy.
- (e) To monitor and review performance.
- (f) To ensure the reliability of disclosure of financial and non-financial information.

Matters that should not be undertaken by the Board

This refers to the following matters that the Board oversees at policy level and delegates the Chief Executive Officer and the management team to be primarily in charge of execution:

- (a) Execution of matters in compliance with strategies, policies and plans approved by the Board
The Board should empower the management team to be responsible in the decision-making for procurement, employment of personnel, etc., in line with the designated policies, and monitor the performance without interfering with their decisions, except where necessary.

- (b) Prohibited matters, e.g., approval of transactions in which directors have an interest, etc.

Principle 2: Define the Company's objectives and key goals for sustainability

Principle 2.1

The Board sets out or oversees its objectives and key goals for sustainability, which are consistent with the value creation to the Company, clients, stakeholders and society as a whole.

- 2.1.1 The Company is responsible to ensure that the Company's objectives or key goals are clear and reasonable to be used as main concept to formalize its business model, and communicate with everyone in the organization to move forward to the same direction, through corporate shared vision and values, or principles and purposes, or the like.
- 2.1.2 To achieve its objectives or key goals, the Board formalizes its business model capable of creating values to the Company, stakeholders and society as a whole, taking into account the following:
 - (1) Environment and change factors, including effective use of technology.
 - (2) Needs of clients and stakeholders.
 - (3) The Company's readiness, expertise and competitiveness.
 - (4) Objectives in the Company's incorporation.
 - (5) Main groups of clients of the Company.
 - (6) Profitability or value proposition to the Company and clients.
 - (7) The Company's survivability in the long run under various factors, both opportunities and risks, which may affect the Company and stakeholders.
- 2.1.3 The Board promotes values for good corporate governance, e.g., accountability, integrity, transparency, due consideration of social and environmental responsibilities, etc.
- 2.1.4 The Board promotes communication and incorporates the organization's objectives and key goals to be reflected in the decision-making and performance of personnel at all levels until they become organizational culture.

Principle 2.2

The Board oversees the Company's objectives and goals, as well as medium-term and/or annual strategies to be aligned with and achieve its objectives and key goals through effective and safe use of innovations and technologies.

- 2.2.1 The Board oversees annual strategies and plans to be in line with the Company's objectives and key goals, taking into account the Company's environment at that time and opportunities and risk appetite, and prepares or reviews its objectives, goals and strategies for medium-term of 3-5 years, to ensure that annual strategies and plans consider impact for a longer term which can reasonably be estimated.
- 2.2.2 In the annual strategies and plans, the Board ensures to analyze the environment, factors and risks which may affect stakeholders throughout the value chain, including factors which may affect achievement of the Company's key goals, and arranges for mechanisms to truly understand needs of stakeholders, as follows:
 - (1) To clearly identify procedures, process and channels for participation or channels for communication between stakeholders and the Company to enable it to access and obtain information, issues or needs of the respective groups of stakeholders as accurate and close as possible.
 - (2) To identify stakeholders of the Company, both inside and outside, whether they be individuals, groups of persons, agencies, organizations, e.g., staff, investors, clients, trading partners, communities, government authorities, regulatory agencies, etc.
 - (3) To identify issues and expectations of stakeholders for analysis and prioritization of such issues and possible impact on the Company and stakeholders so as to select and materialize important issues for value creation with stakeholders.
- 2.2.3 The Board oversees and promotes use of innovations and technologies to strengthen competitiveness and respond to needs of stakeholders on the basis of social and environmental responsibility.
- 2.2.4 The Board sets out goals to be compatible with business environment and the Company's potential, and as such, the Board considers both monetary and non-monetary goals. In addition, the Board realizes such risks of goals which may lead to illegal or unethical conduct.
- 2.2.5 The Board oversees transfer of objectives and goals through strategies and plans throughout the organization.
- 2.2.6 The Board oversees allocation of resources and control of its operations, and monitor compliance with annual strategies and plans by assigning personnel in charge of oversight and monitoring of performance.

Principle 3: Strengthen the Board's effectiveness**Principle 3.1**

The Board is tasked with its responsibilities to determine and review the Board structure, in terms of size, composition, percentage of independent directors suitable and essential for the organization to achieve its objectives and key goals, as follows:

- 3.1.1 The Board is required to ensure that it is composed of a diverse group of qualified directors in terms of skills, experiences, competencies and expertise, as well as gender and age, by establishing board skills matrix to be certain that the overall composition of the Board is fully qualified and capable of understanding and responding to needs of stakeholders.
- 3.1.2 The Board considers the number of directors as appropriate to perform its duties efficiently, namely not less than 5 but not exceeding 12 directors.
- 3.1.3 The percentage between executive directors and non-executive directors on the Board reflects appropriate counterbalancing, namely:
 - (a) The majority of directors should be non-executive directors to independently share their opinions on the management team's performance.
 - (b) The number and qualifications of independent directors follow the criteria of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand, and ensure that independent directors can jointly collaborate with all members of the Board efficiently and share their opinions independently.
- 3.1.4 The Board discloses the policies on diverse composition of the Board and their profiles, e.g., age, education, experience, shareholding, years of tenure, and directorship in other listed companies in the annual registration statement/annual report (Form 56-1 One Report) and on the Company's website.

Principle 3.2

The Board selects a suitable person to serve as Board Chairman, and makes sure that the Board composition and performance to allow them to exercise their discretion to independently make decisions.

- 3.2.1 The Board Chairman should be an independent director.
- 3.2.2 The Board Chairman and the Chief Executive Officer have different duties and responsibilities, whereby the Board clearly designates powers and authority of the Board Chairman and the Chief Executive Officer in order to prevent either of them from having unlimited powers. The Company separates the person holding Board Chairman position from such person serving as the Chief Executive Officer.
- 3.2.3 The Board Chairman takes the leadership role of the Board, and his/her duties cover the following matters:
 - (1) To oversee, monitor and ensure that the Board's performance of duties is efficient and achieves the objectives and key goals of the organization.
 - (2) To ensure that all directors are involved in promoting organizational culture based on ethics and corporate governance.
 - (3) To set meeting agenda of the Board in consultation with the Chief Executive Officer and adopt measures to include important matters in meeting agenda.
 - (4) To allocate sufficient time for the management team to propose matters and for directors to discuss material issues thoroughly, and encourage directors to duly exercise discretion and independently share their opinions.
 - (5) To promote good relationships between executive and non-executive directors and between the Board and the management team.
- 3.2.4 The Board Chairman and the Chief Executive Officer are not the same person. If the Board Chairman and the Chief Executive Officer are not clearly separated, e.g., the Board Chairman is not an independent director, the Board Chairman and the Chief Executive Officer are members of the same family, or the Board Chairman is a member of the Executive Committee or team, or tasked with management duties and responsibilities, the Board should promote counterbalancing between the Board and the management team as follows:
 - (1) The Board is composed of independent directors representing more than one half of its members; or
 - (2) One of the independent directors is appointed to jointly consider setting meeting agenda of the Board.
- 3.2.5 The Board sets out a policy for independent directors to hold successive tenure not exceeding 9 years from the date of first appointment as independent directors. If any independent directors are to be appointed to further resume office, the Board should consider the necessity therefor as appropriate.
- 3.2.6 To ensure that important matters are thoroughly considered, the Board considers appointing committees to consider specific matters, screen information and propose suggestions for consideration prior to submitting such matters to the Board for further approval.
- 3.2.7 The Board oversees to disclose roles and duties of the Board and committees, number of meetings and attendance of individual members last years, and performance reports of all committees.

Principle 3.3

The Board oversees the nomination and selection of members through transparent and clear procedures for the Board to be composed of fully qualified members.

- 3.3.1 The Board appoints the Nomination and Remuneration Committee in which the majority of members and its chairman should be independent directors to nominate candidates, and consider remuneration policies and criteria.
- 3.3.2 The Nomination and Remuneration Committee meets to consider nomination criteria and procedures for qualified candidates to ensure that the Board is composed of required knowledge and expertise, and consider their backgrounds, and then propose its opinions to the Board before submission of such nominations to a meeting of shareholders for appointment as directors. In addition, the Company provides shareholders with sufficient information regarding nominated candidates in support of their decision-making.
- 3.3.3 The Nomination and Remuneration Committee reviews the nomination criteria and procedures and provides suggestions to the Board before nomination of directors due to retire by rotation, and if the existing directors are nominated, the Nomination and Remuneration Committee should take into account such directors' performance of duties in support of the nomination.
- 3.3.4 Should the Board appoint any person as advisor to the Nomination and Remuneration Committee in the nomination and remuneration process, the Company discloses information of such advisor in the annual registration statement/annual report (Form 56-1 One Report), including his/her independence or no conflicts of interest.

Principle 3.4

For the purpose of proposing the Board remuneration to shareholders for approval, the Board, by recommendation of the Nomination and Remuneration Committee, considers remuneration structure and rate as appropriate to responsibilities to incentivize the Board to lead the organization towards both short-term and long-term goals.

- 3.4.1 The Board remuneration should align with the Company's strategies and long-term goals, experiences, burdens, scope of their accountability and responsibility, including expected benefits to be derived from respective members. Remuneration of directors who are tasked with more duties and responsibilities, e.g., committee membership, should be increased as appropriate and comparable with the current level in the industry.
- 3.4.2 Shareholders approves directors' remuneration structure and rate, both monetary and non-monetary. The Board considers each form of remuneration as appropriate, both fixed rate remuneration (e.g., regular remuneration, meeting allowances) and performance-based remuneration (e.g., bonus, rewards), linked with values created by the Company to shareholders, provided that remuneration should not be unreasonably high to the extent that focuses on only short-term performance.
- 3.4.3 The Board discloses the Board remuneration policy and criteria that reflect their respective burdens and responsibilities, both form and amount. Such remuneration disclosure also includes remuneration of each director from membership in subsidiaries.

Principle 3.5

The Board oversees all directors to be responsible for their performance of duties and sufficient time commitments, as follows:

- 3.5.1 The Board ensures to adopt mechanisms to support directors' understanding of their roles and duties.
- 3.5.2 The Board sets out criteria for holding directorship in other companies, considering their efficient performance in positions in multiple companies, and ensures that directors' time commitments are sufficient to perform their duties in the Company. In this regard, the Board determines the number of listed companies in which each director holds directorship as appropriate to nature or condition of the Company's businesses.
- 3.5.3 The Board requires directors to report their other positions for information and disclosure.
- 3.5.4 Should any director hold directorship or executive position or have an interest, whether directly or indirectly, in other business with a conflict of interest or which may exploit the Company's opportunity or information for its own benefit, the Board ensures that the Company puts in place sufficient safeguard measures and keeps shareholders informed thereof as appropriate.
- 3.5.5 Each director attends not less than 75 percent of all Board meetings held in any given year, except where necessary to be excused.

Principle 3.6

The Board is required to adopt frameworks and mechanisms for oversight of policies and operations of subsidiaries and other businesses in which the Company substantially invests to maintain at the level appropriate for the respective businesses, and ensure that its subsidiaries and other businesses in which the Company invests share the same understanding.

- 3.6.1 The Board considers setting out oversight policies of subsidiaries to include the following:
- (1) To appoint representatives as directors, executives or controllers in subsidiaries by the Board, except where such subsidiaries are small in size as operating arms of the Company, the Board may empower the Chief Executive Officer to proceed with such appointment.
 - (2) To determine the scope of duties and responsibilities of the Company's representatives under (1), and empower them to oversee compliance with subsidiaries' policies, and if any subsidiaries involve other investors, the Board adopts a policy for its representatives to act in the best interests of subsidiaries and in line with the Company's policies.
 - (3) To ensure that internal control systems of subsidiaries are appropriate and sufficient, and all transactions are duly executed in compliance with applicable laws and rules.
 - (4) To disclose their financial positions and operating results, connected transactions, acquisition or disposal of assets, other material transactions, capital increase and decrease, dissolution, etc.
- 3.6.2 In case of substantial investment in other businesses, e.g., holding from 20 percent, but not exceeding 50 percent of voting shares, and with investment funds or additional investment funds substantial to the Company when necessary, the Board ensures that shareholders' agreements or other agreements are executed to clearly define management powers and participation in making important decisions, monitoring of performance, as part of the preparation of the Company's financial statements according to standards and timeframe.

Principle 3.7

The Board reviews performance of its members and committees, and their individual performance to consider and review overall performance, problems and obstacles in each year, for further development and improvements in various areas.

- 3.7.1 The Board and committees review their performance at least once a year for the Board to jointly consider the outcome and problems in the operations for further improvements, provided that a benchmark should be set as the basis of comparison.
- 3.7.2 In the performance review, the Company conducts both group and individual performance review, which at least must include self-evaluation, or the Board may also conduct cross-evaluation, and the overall criteria, procedures and results of performance review are described in the annual registration statement/annual report (Form 56-1 One Report).
- 3.7.3 The Board may consider engaging an outsource consultant to assist in providing guidelines and recommending issues for performance review of the Board at least every 3 years, and disclose such arrangements in the annual registration statement/annual report (Form 56-1 One Report).
- 3.7.4 The Board's performance review is used in support of the consideration of the suitability of the Board composition.

Principle 3.8

The Board oversees to ensure that it and each directors have knowledge and understanding regarding roles, duties, nature of business and laws applicable to business operations, and encourages all directors to regularly update their skills and knowledge required to discharge their duties in such capacity.

- 3.8.1 The Board oversees to ensure that new directors are provided with an orientation and information useful for their performance of duties, and understand objectives, key goals, vision, mission, corporate values, nature of business and direction of the Company.
- 3.8.2 The Board ensures that directors regularly undergo necessary training and knowledge development.
- 3.8.3 The Board familiarizes itself with laws, regulations, standards, risks and environment relating to business operations, and regularly has access to up-to-date information.
- 3.8.4 The Board discloses information on the Board's ongoing training and knowledge development in the annual registration statement/annual report (Form 56-1 One Report).

Principle 3.9

The Board ensures that its performance proceeds properly with access to necessary information, and maintains a company secretary who has knowledge and experiences required and appropriate to support the Board's operations.

- 3.9.1 The Board schedules meetings and agenda thereof in advance for directors to make time and be available to attend.
- 3.9.2 The number of meetings is set by the Board as appropriate to its burdens, duties and responsibilities, and the Company's nature of business, but not less than 4 times a year.
- 3.9.3 The Board provides a mechanism for each director, including the management team, to feel free to suggest any matters beneficial to the Company as meeting agenda.
- 3.9.4 Meeting documents are sent to directors at least 7 days before meeting dates, except in case of urgency to protect the Company's rights or benefits, meetings may be called by other means and with shorter notice.

- 3.9.5 The Board encourages the Chief Executive Officer to invite senior executives to attend Board meetings to provide more information as they are directly involved in issues, and to get to know senior executives for the purpose of succession planning.
- 3.9.6 The Board has access to necessary and more information from the Chief Executive Officer, Company Secretary or other authorized executives within the designated scope and policies, and may seek independent opinions from outsource consultants or professionals at the Company's expense.
- 3.9.7 The Board may consider setting out as a policy for non-executive directors to hold their own meetings as necessary to discuss management matters of their interest without the presence of the management team, and report meeting results to the Chief Executive Officer for information.
- 3.9.8 The Board determine qualifications and experience of the Company Secretary as appropriate to discharge duties to provide advice regarding laws and regulations of which the Board should be aware, manage documents for Board meetings, material documents and activities of the Board, and coordinate compliance with Board resolutions. In addition, the Board disclose the Company Secretary's qualifications and experience in the annual registration statement/annual report (Form 56-1 One Report) and on the Company's website.
- 3.9.9 The Company Secretary regularly takes training and knowledge development beneficial to the performance of duties, including certified programs.

Principle 4: Recruit and develop senior executives and personnel management

Principle 4.1

The Board ensures to recruit and develop the Chief Executive Officer and senior executives to have knowledge, skills, experiences and characteristics essential to move the organization towards its goals.

- 4.1.1 The Board considers or empowers the Nomination and Remuneration Committee to consider criteria and procedures for nomination of qualified candidate to be appointed as Chief Executive Officer.
- 4.1.2 The Board oversees the Chief Executive Officer to maintain executives as appropriate, whereby at the very least, either the Board or the Nomination and Remuneration Committee and the Chief Executive Office jointly consider criteria and procedures for nomination and appointment as well as approval of persons nominated by the Chief Executive Officer to be appointed as senior executives.
- 4.1.3 To ensure the business continuity, the Board oversees to establish succession plans for the Chief Executive Officer and senior executives, whereby the Chief Executive Officer reports the implementation of succession plans to the Board for information from time to time at least once a year.
- 4.1.4 The Board promotes and encourages the Chief Executive Officer and senior executives to undergo training and development to update their knowledge and experiences beneficial to their performance.
- 4.1.5 The Board may consider setting out clear policies and procedures for directorship in other companies of the Chief Executive Officer and senior executives in terms of positions and number of companies which they may hold office.

Principle 4.2

The Board, by recommendation of the Nomination and Remuneration Committee, or the Chief Executive Officer oversees remuneration structure and performance review as appropriate.

- 4.2.1 The Board, by recommendation of the Nomination and Remuneration Committee, or the Chief Executive Officer sets out remuneration structure as incentives for all staff at operational level to be in line with the organization's objectives and key goals, and the Company's long-term benefits.

Principle 4.3

The Board familiarizes itself with structure and relationships of shareholders which may affect its management and operations.

- 4.3.1 The Board familiarizes itself with structure and relationships of shareholders, which may be in the form of arrangements within in family businesses, whether in writing or otherwise, shareholders' agreements, or parent company policies, which may affect the Company's management control.
- 4.3.2 The Board ensures that such agreements in item 4.3.1 do not obstruct the Board's performance of duties, e.g., eligible candidates as successors.
- 4.3.3 The Board oversees disclosure of information under such agreements which may affect the Company's control.

Principle 4.4

The Boards oversees personnel management and development for talents, skills, experiences and incentives as appropriate.

- 4.4.1 The Board oversees management of human resources in line with the organization's direction and strategies in order for staff at every level to have knowledge, competencies and incentives as appropriate, and to be fairly treated so as to retain talented personnel with the organization.
- 4.4.2 The Board establishes a provident fund or other mechanisms to ensure that staff maintains sufficient savings for retirement, and encourages them to learn about financial literacy and select investment policies in line with their age ranges and risk levels.

Principle 5: Responsible business operations

Principle 5.1

The Board is committed to and supports activities to generate values to businesses in parallel with contributions to clients or their related persons, and be socially and environmentally responsible.

- 5.1.1 The Board focuses on creating organizational culture and oversees the management team to apply this culture as part of review of strategies, development and improvement plans and monitoring of operations.
- 5.1.2 The Board promotes such activities for value added to the Company under change factors, which may include business modeling, conceptual design and development of products and services, research and improvements of production and work processes, including collaboration with trading partners.
The above activities should be undertaken for mutual benefits of the Company, clients, trading partners, society and the environment without supporting any improper conduct, illegal or unethical activities.

Principle 5.2

The Board oversees the management team to operate business with social and environmental responsibility as reflected in the operational plan to ensure that every unit in the organization proceeds in alignment with the Company's objectives, key goals and strategies.

- 5.2.1 The Board provides a mechanism to ensure that the Company operates businesses in accordance with the code of ethics, social and environmental responsibility, without infringing rights of stakeholders, as guidelines for all units in the organization to achieve the objectives and key goals with sustainability, and establishes the code of conduct to cover the following matters:
 - (1) Responsibility to Staff and Employees The Company shall comply with applicable laws and standards and fairly treat its staff and employees with respect for human rights, by way of, among others, fair remuneration and other benefits, provision of welfare at the minimum legal requirements or more as appropriate, maintenance of occupational health and safety in workplace, knowledge training, skill development and promotion of career path, as well as opportunity for other skill development.
 - (2) Responsibility to Clients The Company shall comply with applicable laws and standards and take into account health, safety, fairness, client confidentiality, after-sale services throughout the life cycle of services, evaluation of client satisfaction for development and improvement of services, including responsible advertisements, public relations, and sales conduct without misleading or taking advantage of clients' misunderstanding.
 - (3) Responsibility to Trading Partners The procurement process and the conditions of contracts or agreements shall be fair, and the Company shall provide trading partners with knowledge, assist them to develop their potential and upgrade their production and service capacity to meet standards. They shall also be communicated and encouraged to respect human rights, treat their labor fairly, and be socially and environmentally responsible, and shall be monitored and evaluated for the purpose of mutual and sustainable business development.
 - (4) Responsibility to Communities Business knowledge and experience shall be applied for development of projects clearly beneficial to communities, subject to monitoring and evaluation of progress and achievements in the long run.
 - (5) Environmental Responsibility The Company shall prevent, reduce, manage and seek to ensure that the Company shall not create or cause any negative impact on the environment, which extends to the use of raw materials, energy, water, revolving resources, discharge and management of waste from business operations, greenhouse gas emission, etc.
 - (6) Fair Competition The Company shall operate businesses transparently without employing any unfair competitive advantage.
 - (7) Anti-Fraud and Corruption The Company shall comply with applicable laws and standards, and adopt and announce its anti-corruption policy to the public. The Company may consider participating in anti-corruption network collaboration, and encourage other companies and trading partners to adopt and announce their anti-corruption policies and participate in anti-corruption network collaboration as well.

Principle 5.3

The Board monitors the management team to allocate and manage resources efficiently and effectively, taking into account impact and development of resource throughout the value chain to achieve objectives and key goals with sustainability.

- 5.3.1 The Board realizes the necessity of resources to be used, and is aware of impact of respective resources on one another.
- 5.3.2 The Board realizes that different business models cause different impact on resources, therefore, a decision to select any business model depends on impact and cost-efficiency of resources, on the basis of ethics, responsibility and sustainable value creation of the Company.
- 5.3.3 The Board oversees to ensure that for the purpose of achieving the objectives and key goals, the management team reviews, develops and manages the efficient and effective use of resources, always taking into account changes in internal and external factors.
Resources to be taken into account by the Company at least include 4 categories, namely financial capital, human capital, social and relationship capital, and natural capital.

Principle 5.4

The Board establishes a framework for oversight and management of information technology at corporate level to be compatible with the Company's requirements, and utilizes information technology to enhance its business opportunities, operational development, and risk management, so as to achieve the Company's objectives and key goals.

- 5.4.1 The Board adopts a policy on allocation and management of information technology resources, which extends to allocation of sufficient resources for business operations and guidelines for scenarios where resources may not be sufficient allocated as required.
- 5.4.2 The Board oversees the organization's risk management to cover information technology risks.
- 5.4.3 The Board adopts policies and measures regarding information system security. The framework for oversight and management of information technology at corporate level includes the following:
 - (1) The Company complies with laws, regulations, requirements and standards relating to use of information technology.
 - (2) The Company implements data security system in terms of confidentiality, integrity and availability, and prevent misuse or unauthorized revisions of information.
 - (3) The Company considers information technology risks and adopts measures for risk management by various means, e.g., business continuity management, incident management, asset management, etc.
 - (4) The Company considers allocating and managing information technology resources, sets out criteria and factors for prioritization of information technology plans, e.g., compatibility with strategies, impact on business operations, urgency of implementation, budgets and information technology human resources, as well as alignment with business model, etc.

Principle 6: Ensure effective risk management and international control**Principle 6.1**

The Board oversees to ensure that the Company duly implements risk management and internal control systems to efficiently achieve the objectives, in compliance with applicable laws and standards.

- 6.1.1 The Board understands the Company's material risks and approves risk appetite.
- 6.1.2 The Board considers and approves the risk management policy in line with the Company's objectives, key goals, strategies and risk appetite, to serve as risk management framework for everyone in the organization towards the same direction. The Board focuses on early warning and thus regularly reviews the risk management policy, e.g., once a year.
- 6.1.3 The Board oversees the Company to identify risks by considering both external and internal factors which may prevent the Company from achieving its objectives.
Major risks to which the Company gives priority may be categorized into strategic risk, operational risk, financial risk, and compliance risk, etc.
- 6.1.4 The Board oversees to ensure that the Company assesses impact and likelihood of occurrence of identified risks for prioritization, and adopts effective risks management, e.g., risk tolerance (take), risk mitigation or control (treat), risk avoidance (terminate), and risk transfer (transfer).
- 6.1.5 The Board may empower the risk management team or the Audit Committee to screen items 6.1.1 - 6.1.4 before submission to the Board for consideration.
- 6.1.6 The Board regularly monitors and assesses the efficiency of risk management.
- 6.1.7 The Board is in charge of overseeing the Company to operate its businesses in compliance with applicable laws and standards, both locally and internationally.

- 6.1.8 If the Company has subsidiaries or other businesses in which the Company substantially invests (e.g., holding from 20 percent, but not exceeding 50 percent of voting shares), the Board also takes into account the assessment of their internal control and risk management systems as part of its consideration of items 6.1.1 - 6.1.7.

Principle 6.2

The Board appoints the Audit Committee to perform its duties efficiently and independently.

- 6.2.1 The Board appoints the Audit Committee comprising at least 3 members, all of whom are independent directors with the qualifications and functions under the criteria of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.
- 6.2.2 The Board designates the Audit Committee's duties in writing in the form of the Audit Committee Charter which describes its tenure, scope of powers and duties. The Audit Committee's duties are at least as described in its charter.
- 6.2.3 The Board oversees the Company to adopt mechanisms or tools by which the Audit Committee has access to necessary information to discharge its duties, e.g., the Audit Committee is empowered to summon relevant personnel to provide information, discuss with the auditor, or seek independent opinions from any other professional consultants to support its consideration.
- 6.2.4 The Board arranges for personnel or internal audit unit which is independent to discharge the duties for development and review of the efficiency of risk management and internal control systems, and report to the Audit Committee, and disclose the review report in the annual registration statement/annual report (Form 56-1 One Report).
- 6.2.5 The Audit Committee provides its opinion on the sufficiency of the risk management and internal control systems, and disclose the same in the annual registration statement/annual report (Form 56-1 One Report).

Principle 6.3

The Board monitors and manages potential conflicts of interest among the management team, the Board or shareholders, and prevents any misuse of assets, information and opportunities of the Company, and transactions with those related to the Company in any inappropriate manner.

- 6.3.1 The Board oversees to adopt data security system, including policies and procedures for confidentiality, integrity and availability, and manage market sensitive information. Moreover, the Board ensures that directors, senior executives and staff as well as third parties concerned, e.g., legal counsels, financial advisors, also comply with such data security system.
- 6.3.2 The Board oversees to manage and monitor transactions which may give rise to conflicts of interest, and adopts guidelines and practices for execution of such transactions in compliance with procedures and disclosure of such information as required by law and in the interests of the Company and shareholders as a whole, whereby those who have an interest in such transaction should not participate in the decision-making.
- 6.3.3 The Board requires directors to report their interests at least before consideration of any agenda matters of Board meetings, and record the same in minutes of Board meetings. The Board causes directors with material interests which may prevent them from providing independent opinions to be excused from participating in the consideration of such matters.

Principle 6.4

The Board clearly establishes and communicates anti-corruption policy and practices at all levels of the organization and with third parties to put them into practice, and supports activities that promote and raise awareness of staff for compliance with applicable laws and regulations.

Principle 6.5

The Board oversees the Company to provide a mechanism for complaints and response to whistleblowing.

- 6.5.1 The Board oversees mechanism and process to handle (record, follow up development, resolve and report) complaints of stakeholders and provides convenient and more than one channels for complaints, which are disclosed on the website or in the annual registration statement/annual report (Form 56-1 One Report).
- 6.5.2 The Board adopts clear policies and guidelines for whistleblowing through channels available on the Company's website or via independent directors or named member(s) of the Audit Committee, including procedures for investigation, handling and report to the Board.
- 6.5.3 The Board provides appropriate measures to protect whistleblowers who act in good faith.

Principle 7: Maintain financial integrity and disclosure**Principle 7.1**

The Board is responsible to ensure that the financial reporting and disclosure of material information are accurate, sufficient, timely and comply with applicable rules, standards and practices.

- 7.1.1 The Board ensures that personnel in charge of preparation and disclosure of information are knowledgeable, skillful and experienced for the duties and responsibilities, and sufficient in number. Such personnel include top executive in accounting and finance, bookkeeper, internal auditor, Company Secretary and Investor Relations.
- 7.1.2 To approve any disclosure of information, the Board takes into account relevant factors, and in case of financial reports, at least the following factors are to be considered:
 - (1) Results of assessment on sufficiency of the internal control system;
 - (2) The auditor's opinion on financial reports and observations on the internal control system, including its observations via other communication channels (if any);
 - (3) The Audit Committee's opinions;
 - (4) Compatibility with the Company's objectives, key goals, strategies and policies.
- 7.1.3 The Board oversees disclosure of information, including financial statements, annual registration statement/annual report (Form 56-1 One Report), to sufficiently reflect its financial position and operating results, and facilitates the Company's preparation of management discussion and analysis (MD&A) in support of disclosure of quarterly financial statements. This is to ensure that investors receive information and better understand changes in the Company's financial position and operating results in each quarter other than simply relying on numerical figures in the financial statements.
- 7.1.4 In case of disclosure of any information in connection with any particular director, such director is required to ensure accuracy and completeness of his/her disclosed information, e.g., shareholders in his/her group, disclosure of shareholders' agreement in his/her group.

Principle 7.2

The Board monitors the sufficiency of its financial liquidity and debt serviceability.

- 7.2.1 The Board oversees the management team to monitor and assess the Company's financial position, and reports the same to the Board on a regular basis. The Board and the management team jointly and promptly find solutions to problems should there be any indicators of possible issues regarding its financial liquidity and debt-serviceability.
- 7.2.2 For the purpose of approving any transactions or proposing opinions to a meeting of shareholders for approval, the Board ensures that the execution of such transactions will not affect its business continuity, financial liquidity or debt-serviceability.

Principle 7.3

While the Company sustains or is likely to sustain any financial problems, the Board ensures that the Company has its plans or other mechanisms to resolve such financial problems, without compromising rights of stakeholders.

- 7.3.1 If the Company is likely unable to service its debts or sustains any financial problems, the Board closing monitors and oversees the Company to operate its businesses with due care, and comply with the disclosure requirements.
- 7.3.2 The Board oversees the Company to come up with its plans to resolve financial problems, taking into account fairness to stakeholders, including creditors, and follow up such problems, whereby the management team is required to regularly provide status report.
- 7.3.3 The Board ensures that any decisions made to resolve the Company's financial problems by any means are justifiable.

Principle 7.4

The Board considers preparing the sustainability report as appropriate.

- 7.4.1 The Board considers the suitability for disclosure of information on compliance with the law, the code of conduct, anti-corruption policy, treatment of staff and stakeholders, including fair treatment and respect for human rights, as well as social and environmental responsibility, considering the reporting framework locally or internationally accepted. Such disclosure may be made in the annual registration statement/annual report (Form 56-1 One Report) or in a separate book, as applicable.
- 7.4.2 The Board oversees disclosed information to be material and reflect activities towards sustainable value creation to the Company.

Principle 7.5

The Board oversees the management team to set up a unit or personnel responsible for Investor Relations matters to communicate with shareholders, other stakeholders, e.g., investors, analysts, in an appropriate, equal and timely manner.

- 7.5.1 The Board adopts communication policy and disclosure policy to ensure that its communication and disclosure of information to third parties proceed appropriately, equally and timely through proper channels, protect confidential information and market sensitive information, and its communication is made consistently throughout the entire organization for compliance with such policies.
- 7.5.2 The Board appoints responsible persons to make information available to third parties, provided that such persons are eligible to perform such duties and understand the Company's businesses, including objectives, key goals, values and are well capable of communicating with the capital market.
- 7.5.3 The Board oversees the management team to direct and support Investor Relations matters by way of, e.g., practices for provision of information, insider trading policy, and clearly set out duties and responsibilities of the Investor Relations unit to ensure efficient communication and disclosure of information.

Principle 7.6

The Board promotes use of information technology for dissemination of information.

- 7.6.1 Other than information disseminated as required and through the channels of the Stock Exchange of Thailand, the Board considers disclosing information, both Thai and English, through other channels, such as, the Company's website, on a regular basis, and provide up-to-date information. The Company discloses at least the following information on its website:
 - (1) Vision and values of the Company
 - (2) Nature of its businesses
 - (3) Lists of the Board of Directors and executives
 - (4) Current and previous financial statements and reports on financial position and operating results
 - (5) Annual Registration Statement/Annual Report (Form 56-1 One Report) available for download
 - (6) Any other information or documents presented by the Company to analysts, fund managers or media
 - (7) Direct and indirect shareholding structure
 - (8) Structure of the Group, including subsidiaries, associated companies, joint venture companies, and special purpose enterprises/vehicles (SPEs/SPVs)
 - (9) Direct and indirect major shareholders holding from 5 percent of all issued and voting shares
 - (10) Direct and indirect shareholding of directors, major shareholders, senior executives
 - (11) Notices of ordinary and extraordinary general meetings of shareholders
 - (12) Articles of Association and Memorandum of Association
 - (13) Corporate Governance Policy, Anti-Corruption Policy, Information Technology Security Policy and Risk Management Policy
 - (14) Charter or duties, responsibilities, qualifications, tenure of the Board of Directors, including matters to be approved by the Board; and charters or duties and responsibilities, qualifications, and tenure of the Audit Committee and the Nomination and Remuneration Committee
 - (15) Code of Conduct
 - (16) Contact details of units or complaints or person responsible for Investor Relations matters, Company Secretary, e.g., names of persons authorized to provide information, telephone numbers, e-mail addresses

Principle 8: Promote engagement and communication with shareholders**Principle 8.1**

The Board oversees to ensure that shareholders participate in making major decisions of the Company.

- 8.1.1 The Board causes material matters, including issues as required by law and issues which may potentially affect the direction of the Company's operations, to be considered and/or approved by shareholders, whereby such material matters are incorporated on the agenda of the shareholders' meeting.
- 8.1.2 The Board encourage shareholders' participation by the following means:
 - (1) Minor shareholders shall be allowed to propose any matters on the meeting agenda before the date of the shareholders' meeting, in which case, the Board of Directors shall consider including such matters proposed by the shareholders on the meeting agenda. Should the Board of Directors not include any matters proposed by the shareholders on the meeting agenda, the Board of Directors shall provide reasons for such decision to the shareholders' meeting.
 - (2) Minor shareholders shall be allowed to nominate candidates to be appointed as directors. The Board shall disclose such criteria for the above arrangements to shareholders in advance.

- 8.1.3 The Board ensures that a notice of a meeting of shareholders contains accurate, complete and sufficient information for shareholders to exercise their rights.
- 8.1.4 The Board causes a notice of a meeting of shareholders, together with supporting documents, to be sent out and published on the Company's website at least 28 days before the date of the meeting.
- 8.1.5 The Board allows shareholders to send questions in advance before the date of the meeting, by prescribing and publishing such criteria for advance questions on the Company's website.
- 8.1.6 A notice of a meeting of shareholders and supporting documents are prepared in English and disseminated together with Thai version. Such notice of shareholders' meeting contains the following particulars:
- (1) Date, time and place of the shareholders' meeting;
 - (2) Meeting agenda, which indicates as matters for information or for approval, to be clearly separately discussed, e.g., in the agenda regarding directors, election of directors and approval of directors' remuneration are two different matters;
 - (3) Purpose and reasons, and opinions of the Board on the respective matters proposed to the meeting, including:
 - (a) Approval of dividend payment – Dividend Payment Policy, proposed rate of dividend to be paid, reasons and supporting information, and in case of proposed suspension of dividend payment, specify reasons and supporting information;
 - (b) Appointment of directors – Specify names, ages, education and work backgrounds, number of listed and general companies with directorship, nomination criteria and procedures, category of nominated directors, and in case of nomination of the existing directors to resume office, specify information on meeting attendance in the previous year and appointment date(s) as the Company's directors;
 - (c) Approval of directors' remuneration – Policy and criteria for remuneration of directors in the respective positions, and every form of remuneration, both monetary and other rights and benefits;
 - (d) Appointment of auditor – Name of auditor, audit firm, experience, independence of the auditor, audit fee and non-audit fee;
 - (4) Proxy forms as designated by the Ministry of Commerce;
 - (5) Other supporting information, e.g., voting procedures, counting and announcement of voting results of respective classes of shares, profiles of independent directors proposed by the Company as proxy holders, documents to be presented by shareholders to attend the meeting, supporting documents of proxy forms, and map of the meeting place, etc.

Principle 8.2

The Board oversees the shareholders' meeting to be duly, transparently and efficiently conducted to enable shareholders to exercise their rights.

- 8.2.1 The Board schedules the date, time and place of the meeting, taking into account the convenient attendance by shareholders, e.g., proper and sufficient time for discussion, meeting place convenient for commute, etc.
- 8.2.2 The Board ensures that there are no actions which restrict the opportunity to attend a meeting or cause any unreasonable burden on shareholders, for instance, shareholders or proxies should not be required to produce any identity documents or evidence beyond those required by the practices of the relevant regulatory agencies.
- 8.2.3 The Board promotes use of technology in the conduct of the shareholders' meeting, namely registration of shareholders, vote counting and display, so that the meeting proceeds rapidly, accurately and precisely.
- 8.2.4 The Board Chairman presides over a meeting of shareholders, conducts the meeting in compliance with the applicable laws, rules and regulations, and the Company's articles of association, allocates time for each matter on the agenda per the notice of the meeting as appropriate, and allows shareholders to share their opinions and ask questions to the meeting in relation to the Company.
- 8.2.5 In order to enable shareholders to participate in major decisions, directors as attendees and concurrently shareholders, do not support any unnecessary addition of agenda matters which were not notified in advance, particularly important matters for which shareholders need time to study information before making their decisions.
- 8.2.6 All directors and relevant executives are encouraged to attend the meeting for shareholders to ask questions on the relevant matters.
- 8.2.7 Before the meeting is called to order, the Company advises shareholders of the number and percentage of shareholders present at the meeting in person and by proxy, meeting procedures, vote casting and counting.
- 8.2.8 In case of any agenda item that contains multiple matters, the chairman of the meeting arranges for voting on each matter separately, e.g., shareholders may exercise their rights to appoint directors individually in the agenda item for appointment of directors.
- 8.2.9 The Board promotes use of voting cards in important matters, and encourages independent persons to assist in vote counting or checking at the meeting, and discloses such votes "For," "Against," and "Abstention" on each item to the meeting and records such votes in minutes of the meeting.

Principle 8.3

The Board oversees disclosure of resolutions of the meeting and minutes of shareholders' meeting to be made accurately and completely.

- 8.3.1 The Board ensures the Company discloses resolutions of shareholders' meeting, with voting results, by the following business day through the news portal of the Stock Exchange of Thailand and on the Company's website.
- 8.3.2 The Board oversees filing of a copy of minutes of shareholders' meeting to the Stock Exchange of Thailand within 14 days from the date of the shareholders' meeting.
- 8.3.3 The Board oversees minutes of shareholders' meeting to record at least the following particulars:
 - (1) List of directors and executives present at the meeting and percentage of directors' presence and absence;
 - (2) Voting procedures and counting, meeting resolutions, and voting results (For, Against, Abstention) of each agenda item;
 - (3) Questions and answers at the meeting, including names of those who asked and answered questions.

Code of Conduct

1. Conduct towards Shareholders

The Company recognizes shareholders as business owners, and as such, focuses on ethical business operations, respect for rights of shareholders, and responsibility to shareholders, in accordance with the following practices:

- (1) To operate businesses honestly, in good faith and fairly to all shareholders in the best interests of shareholders as a whole, with social responsibility in respect of laws and ethics, and be committed to contributions to persons, communities, society and the environment.
- (2) To operate businesses through standard operational and control systems and utilize knowledge and competencies to the fullest with due care, sufficient information and evidence for reference, and compliance with laws, the Company's articles of association, policies, resolutions of the Board and shareholders, and relevant requirements as well as strict compliance with good corporate governance.
- (3) To regularly, equally and fully disclose information, operating results and financial positions of the Company and its subsidiaries to shareholders.
- (4) To oversee directors, executives and staff of the Company and its subsidiaries to refrain from seeking personal gain and gain of others by using any non-public information of the Company and its subsidiaries, or from taking any actions which may give rise to conflicts of interest with the Company and its subsidiaries.
- (5) To refrain from taking any actions which may give rise to conflicts of interest with the Company and its subsidiaries.

2. Conduct towards Staff

The Company always regards all staff as the most valuable resources of the Company and its subsidiaries, and they serve as contributing factors behind successful achievement of the Company's goals. The Company thus focuses on development and promotion of organizational cultures as well as good work environment, in accordance with the following practices:

- (1) To manage human resources to be aligned with strategies and goals of the Company and its subsidiaries, adhere to and promote morality and ethics at every level of the Company and its subsidiaries, and monitor and resolve any potential conflicts of interest in the Company and its subsidiaries.
- (2) To closely oversee staff on the basis of justice without prejudice.
- (3) To politely treat staff with honor, regard and respect for their pride, dignity, individualism and human rights.
- (4) To appoint and rotate staff, including their rewards and punishment, in good faith based on their knowledge, competencies and qualifications.
- (5) To provide staff with fair remuneration given market circumstances, business competition, job description, performance, knowledge and competencies of individual staff, as well as the Company's ability to pay such remuneration.
- (6) To regularly focus on staff knowledge and competency development, e.g., seminars, training, and widespread opportunities for other skill development for all staff.
- (7) To always maintain the occupational safety, health and work environment for the safety of life and property of staff, and provide welfare at the minimum legal requirements or more as appropriate.
- (8) To encourage staff to provide suggestions or submit complaints concerning work performance, and related solutions for the benefit of all parties, and foster good relationships for collaboration.

3. Conduct towards Clients

The Company is committed to ensuring client satisfaction and confidence by creating, offering and managing products and services of the Company and its subsidiaries that meet standards and ethical requirements, under the following principles:

- (1) To deal with clients with sincerity, keep promises made with them, provide quality services in response to clients' needs, and treat them fairly in the provision of services without discrimination, and be available to provide suggestions and assistance to clients with courtesy and polite interaction.
- (2) To develop services in terms of diversity, quality and standard in response to clients' needs.
- (3) To disseminate news, information, advertisements and public relations, and promote sales and services duly, fairly, sufficiently and timely for clients, to ensure that clients have sufficient information for their decision-making, without any exaggeration in any advertisements or communications through other channels with clients which may mislead clients about quality or conditions of the services, and without taking advantage of clients' misunderstanding.
- (4) To comply with terms and conditions fairly made with clients, failing which, give prompt notice to clients to jointly find solutions.
- (5) To respond clients' needs rapidly and arrange for a client relations system for complaints regarding quality of services, and a mechanism to regularly oversee, monitor and evaluate services to clients.
- (6) To refrain from disclosing clients' information known in the course of business operations that should have been reserved, unless required by law to be disclosed.

4. Conduct towards Trading Partners

The Company takes into account equality and integrity in its business operations and protection of mutual benefits with trading partners by complying with rules of practice as mutually agreed upon, laws, regulations, requirements and customary practices, and thus sets out the following practices:

- (1) To treat trading partners equally and fairly on the basis of mutual benefits in fairness to both sides, whereby the Company and its subsidiaries strictly comply with contracts or conditions mutually agreed upon, failing which, give prompt notice to trading partners to jointly find solutions.
- (2) In the course of business negotiation, to refrain from demanding, accepting or paying any benefits in bad faith in dealing with trading partners, both directly and indirectly, and if there is any occurrence of demand, acceptance or payment of any benefits in bad faith, disclose details thereof to trading partners and jointly find solutions on the basis of justice and rapidity.
- (3) To provide accurate, clear, complete and unbiased information ensure fair, transparent and auditable competition.
- (4) To keep information provided by clients confidential.
- (5) To refrain from disclosing confidential information or documents of the Company and its subsidiaries to other unauthorized persons.
- (6) To develop and maintain sustainable relationships with trading partners, promote the building of service quality, image and reliability in collaboration with the Company and its subsidiaries.
- (7) To ensure that the procurement process and the conditions of contracts or agreements are fair toward fair competition.
- (8) To provide training partners with knowledge, develop their potential and upgrade their service capacity to meet standards.
- (9) To communicate and encourage trading partners to respect human rights, treat their labor fairly, and be socially and environmentally responsible, as well as monitor and evaluate trading partners for the purpose of mutual and sustainable business development.

5. Conduct towards Creditors

The Company adheres to the practices for fair treatment and responsibility to creditors, taking into account the mutual best interests, as follows:

- (1) To strictly observe and comply with the conditions with creditors of the Company and its subsidiaries, in respect of repayments, care of collateral, and other conditions, failing which, give prompt notice to creditors to jointly find solutions.
- (2) Should there be any events which may materially affect the financial position and debts to be repaid, the Company and its subsidiaries shall give prompt notice thereof to creditors to jointly find ways to prevent or resolve such events to avoid damage.
- (3) To regularly provide accurate and complete financial reports to creditors in a timely manner.

6. Conduct towards Competitors

The Company fairly treats competitors of the Company and its subsidiaries within the legal framework for competition under the following practices:

- (1) To act within the legal framework regarding fair, transparent and equal competition.
- (2) To refrain from seeking competitors' confidential information by any means in bad faith or inappropriate, e.g., bribery of competitors' staff, etc.
- (3) To refrain from discrediting competitors' reputation by way of malicious accusations, fake news or attacks to competitors.
- (4) To refrain from agreeing with competitors or any persons to reduce or restrict competition, and from entering into any commercial terms or taking any actions which may implicitly cause unfair competition or monopoly.
- (5) To refrain from disclosing or providing confidential information of the Company or its subsidiaries to competitors while dealing with them.

7. Conduct towards Communities, Society and the Environment

The Company gives priority to communities, society and the environment, and is well aware that the Company and its subsidiaries are members of society and must be responsible for social contribution and support to community activities and environmental protection, under the following practices:

- (1) To manage and oversee the Company and its subsidiaries to be responsible for and observe customary practices and traditions of communities and society, including environmental protection.
- (2) To prevent, reduce, manage and seek to ensure that the Company and its subsidiaries shall not create or cause any negative impact on the environment, which extends to the use of raw materials, energy, water,

- revolving resources, discharge and management of waste from business operations, greenhouse gas emission, etc.
- (3) To regularly organize activities for contribution to society, communities and the environment to improve the quality of life in communities and society, both on its own accord and in collaboration with public sector and communities.
 - (4) To respond rapidly and effectively to events giving rise to impact on the environment and communities from the operations of the Company and its subsidiaries, and provide full cooperation with state officials and relevant authorities.
 - (5) To regularly build and raise awareness, and communicate and provide staff in every level with knowledge about community, social and environmental responsibility.
 - (6) To apply business knowledge and experience of the Company and its subsidiaries for development of projects clearly beneficial to communities, and monitor and evaluate development thereof and long-term achievements.

8. Conduct towards Public Sector/Regulatory Agencies

The Company stresses the importance of compliance with laws, regulations, requirements and rules applicable to the business operations of the Company and its subsidiaries, including collaboration with public sector/regulatory agencies, whereby the Company sets out the following guidelines for conduct towards public sector/regulatory agencies to avoid any activities which may lead to misconduct:

- (1) To fully and strictly comply with the laws, regulations, requirements, criteria, measures and policies set out by public sector/regulatory agencies.
- (2) To provide cooperation in activities hosted by public sector/regulatory agencies as part of strengthening the economic growth and prosperity.
- (3) To act duly and straightforwardly when contacting and dealing with public sector/regulatory agencies.
- (4) To familiarize or build good relationships with public sector/regulatory agencies as appropriate and practicable, e.g., public discussions, congratulations on special occasions or courtesy interactions.

In addition, the Company focuses on and gives its importance to anti-corruption, whereby the Company has established the Anti-Corruption Policy as guidelines for the Company and its subsidiaries for compliance with applicable laws and regulations.

Director, Executive and Staff Conduct

In compliance with the Code of Conduct, the Company has adopted the code of conduct for directors, executives and staff of the Company and its subsidiaries in the course of their work performance on the basis of ethics, integrity and good faith, as follows:

1. Director and Executive Conduct

All directors and executive staff must comply with regulations, requirements, announcements and orders of the Company and of their higher supervisors, as follows:

- (1) To support policies and strict compliance with regulations, requirements, orders, agreements, announcements or circular letters of the Company and its subsidiaries, which have been announced to everyone.
- (2) To perform duties honestly, in good faith and equally, and promptly report any events which may cause damage to reputation and property of the Company and its subsidiaries.
- (3) To act politely, with honor and respect to colleagues.
- (4) To perform duties attentively and diligently, maintain order and corporate governance of the Company and its subsidiaries as a role model to general staff to ensure prosperity of the Company and its subsidiaries and compliance with the standard of ethics.
- (5) To strictly protect benefits and secrets of the Company, its subsidiaries and clients or in connection with any businesses that should not have been disclosed by the Company and its subsidiaries, whereby news and information regarding businesses, finance and individuals of the Company and its subsidiaries must be duly and carefully disseminated only to the extent legally permitted and compliant. Therefore, throughout and after their status as staff of the Company and its subsidiaries (as the case maybe), all staff agrees to keep the above secrets confidential. Should there be any disclosure or transmission to others or use of such information for any other purposes than their performance of duties to the Company or its subsidiaries, staff agrees to be held responsible and compensate for any damage actually caused to the Company or its subsidiaries in all respects.
- (6) To assist or try to safeguard and protect property of the Company and its subsidiaries from damage or loss, whether due to persons or any public disaster to the fullest extent possible, and refrain from using any items, whether equipment or property, of the Company or its subsidiaries for person use or for others irrelevant to business operations of the Company and its subsidiaries.

- (7) To administer work by adhering to and promoting morality and ethics at every level of the Company and its subsidiaries, and monitor and resolve any potential conflicts of interest in the Company and its subsidiaries.
- (8) To closely supervise their subordinates in the line of command on the basis of justice without prejudice.
- (9) To work as a team and open to opinions of others.
- (10) To strictly comply with, and support and supervise staff under the line of command to strictly comply with, regulations, discipline, policies and requirements of the Company and its subsidiaries in the use of information technology systems, computer systems, computer data, computer traffic data of the Company and its subsidiaries, to ensure that the use of information technology and computer systems of the Company and its subsidiaries comply with the computer, copyright, personal data protection laws or other applicable laws, and prevent any damage to reputation and image of the Company and its subsidiaries.

2. Undesirable Conduct for Directors and Executives

All directors and executive staff must refrain from acting or behaving themselves in the following manners detrimental to the Company and its subsidiaries and their own, namely:

- (1) To use their working hours at the Company or its subsidiaries for other business than for the benefits of the Company or its subsidiaries or for person affairs.
- (2) To engage in any business of the same nature as or in competition with the Company or its subsidiaries, whether for personal gain or gain of others, or become a shareholder with managerial powers which may cause damage to the Company or its subsidiaries, whether directly or indirectly.
- (3) To behave themselves in any manner detrimental to their positions, duties and credentials of the Company or its subsidiaries.
- (4) To provide or use false information or conceal any truth that should have been provided to the Company or its subsidiaries, or distort any truth to acquire personal gain or gain of others which may cause damage to the Company or its subsidiaries, whether directly or indirectly.
- (5) To perform work negligently, or take any action inappropriate for their performance of duties as good directors and executives to duly accomplish work in good faith.
- (6) To obstruct or take any action that obstructs due performance of any authorized persons in the Company or its subsidiaries, or issue any orders for staff to misbehave or act unethically.
- (7) To breach civil and criminal laws which cause serious damage to themselves or others, whether intentionally or otherwise.
- (8) To disclose wages or salaries, or salary increase of themselves or others, whether intentionally or otherwise.
- (9) To demand or accept gifts, whether in the form of money, property or any other benefits, from clients, trading partners, competitors or any other persons in business dealing with the Company and its subsidiaries, or any entertainment proven to be unreasonably beyond appropriate courtesy in the ordinary course, or any activities which may affect performance and business decisions, including image of the Company and its subsidiaries, should also comply with such practices set forth in the Anti-Corruption Policy of the Company and its subsidiaries.
- (10) To bribe, whether directly or through third parties, and/or abuse their influence on state officials, clients or trading partners, which constitute violation of the Anti-Corruption Policy of the Company and its subsidiaries.
- (11) To add, delete or revise by any means any records or information to intentionally change or distort operating results and accounting records to be contrary to the truth for any purpose whatsoever.
- (12) To make payments or business arrangements intended or understood as part of such payments or business arrangements for other purposes than the objectives specified in the relevant documents for payments or business arrangements.
- (13) To become insolvent or have any particular reason presumed by law to be insolvent.
- (14) To fail to protect information on intellectual property of the Company and its subsidiaries or obtained by the Company and its subsidiaries in the course of performance of duties by staff.
- (15) To imitate products and infringe intellectual property of others.
- (16) To take any action to unduly seek personal gain or gain of others.
- (17) To have any unit other than the Purchasing Department request support from counterparties or trading partners (if such support is necessarily required for the benefit of the Company or its subsidiaries, such units shall discuss with the Purchasing Department to be in charge of such request, except for marketing activities, the marketing unit of Strategic Planning Department shall be in charge).
- (18) To take any action to overlook or facilitate any persons to unduly benefit from or access or interfere with the information technology systems, computer systems, computer data, computer traffic data of the Company and its subsidiaries or without permission from the Company or its subsidiaries, or intentionally support or allow to happen or exist any misconduct of service providers under the computer, copyright, personal data protection laws or other applicable laws.

3. Staff Conduct

In order to promote efficient and effective work performance, staff of the Company and its subsidiaries should comply with the following practices:

- (1) To perform work honestly, in good faith, transparently, diligently and actively, and improve their performance efficiency for themselves, the Company and its subsidiaries.
- (2) To have discipline and behave in strict compliance with work rules and regulations of the Company and its subsidiaries, and customary practices, whether in writing or otherwise.
- (3) To respect and obey their supervisors' orders in accordance with policies and regulations of the Company and its subsidiaries.
- (4) To act in harmony among colleagues in the Company and its subsidiaries, assist one another, and prevent any conflicts which may be harmful to others in the Company and its subsidiaries, as well as promote and maintain the sense of unity and synergy among staff.
- (5) To respect rights of other staff, including the management team, and give honor to one another, avoid disclosing or criticizing any information or issues of others, both performance and personal affairs, which may cause damage to staff, the Company and its subsidiaries.
- (6) To refrain from offering gifts to supervisors, and avoid accepting any gifts that may make them feel awkward to perform duties in the future, and if that is inevitable, give prompt notice to their supervisors.
- (7) To refrain from abusing their positions, duties or benefits from work for personal gain or gain of their associates, or from engaging in any business in competition with the Company and its subsidiaries.
- (8) To treat clients and trading partners honestly, in good faith and equally.
- (9) To strictly keep confidential information of clients, trading partners, the Company and its subsidiaries confidential.
- (10) To avoid any actions which may jeopardize reputation and image of the Company and its subsidiaries, or which may become subsequently problematic to the Company or its subsidiaries.
- (11) To report any matters known to them to their supervisors without delay when such matters may affect the operations or reputation of the Company or its subsidiaries.
- (12) To maintain rights, benefits and property of the Company and its subsidiaries in good condition for optimum and safe utilization, without wasting, loss, damage or deterioration before reasonable time.

Complaints and Whistleblowing

The Company and its subsidiaries implement the Whistleblowing Policy as a means for all directors, executives and staff of the Company and its subsidiaries, including stakeholders, to submit complaints or report any finding of misconduct or violation of the Code of Conduct.

Monitoring of Compliance with the Code of Conduct

This Code of Conduct compiles best practices in various areas and provides the scope of standard practices subject to the ethical and moral frameworks as duties and responsibilities of all directors, executives and staff to be aware of and familiarize themselves with, and strictly comply with the Code of Conduct, which is compulsory and may not be excused by claiming that they are not aware of this Code of Conduct.

It is the duties of the Board of Directors and executives to oversee and provide advice to their subordinates to be aware of, understand and strictly comply with this Code of Conduct.

Punishment

The Company and its subsidiaries regard this Code of Conduct is a form of discipline with which all directors, executives and staff must strictly comply. Should there be any information or evidence to reasonably believe that an alleged person has breached the Code of Conduct of the Company or its subsidiaries, the Company and its subsidiaries shall give the alleged person the right to acknowledge the allegation and prove himself/herself by producing additional information or evidence to demonstrate that he/she was not involved in the alleged misconduct.

Should the alleged person be found to have breached the Code of Conduct of the Company or its subsidiaries, such person, whether he/she be a director, executive or staff of the Company or its subsidiaries, shall be subject to disciplinary review under the regulations set forth by the Company and its subsidiaries, and if such action is illegal, he/she shall be subject to both legal penalty and disciplinary actions under the regulations of the Company and its subsidiaries, including the following punishment:

1. Punishment for Executive Staff

- 1.1 Non-serious violation: Such executive will be given written warning describing such violation, including basis on which such violation is considered. Such executive will also be given an opportunity to answer such allegation to his/her supervisor. If such issue cannot be resolved, the issue will be forwarded to the Board for consideration, and the Board's decision is deemed final. Any repeated violation or failure by such executive to remedy his/her first violation per the written warning shall be subject to disciplinary actions, which may result in termination of employment.
- 1.2 Serious violation includes the following actions, e.g., offering or acceptance of bribery, fraud, disclosure of confidential information or intellectual property of the Company or its subsidiaries to third parties, and any actions detrimental to credentials of the Company or its subsidiaries, or conceal or fail to report any material information or documents to supervisors, in which case, the Company or its subsidiaries may consider terminating employment without severance pay and without first issuing any written warning.

2. Punishment for Staff

Should any staff act in any manner giving rise to conflicts of interest with the Company or its subsidiaries, such issue shall be considered in accordance with the management structure of the Company or its subsidiaries, and work rules and regulations. Each unit will initially consider and conclude the issue for submission to higher supervisors and in the upper line of command in order to decide on such misconduct and impose punishment as appropriate. Should such conflicts of interest be serious and cause adverse damage, which may not be within the authority of the unit in charge, such issue may be further submitted to the Executive Committee of the Company for consideration, conclusion and punishment as follows:

- (1) Verbal warning;
- (2) Written warning;
- (3) Work suspension;
- (4) Termination.

Disclosure and Review of the Code of Conduct

The Company discloses the Code of Conduct in the annual registration statement/annual report (Form 56-1 One Report) and on its website, and reviews the Code of Conduct annually.

Board and Committee Charters

Board Charter

1. Purpose

The Board of Directors, as shareholders' representatives, takes the role and duties to oversee the management of Chase Asia Public Company Limited (the "**Company**") to comply with resolutions of shareholders' meetings, laws, objectives and its articles of association, by prescribing objectives and goals, vision, mission, strategies, operational policies, as well as monitor, evaluate and report on performance, for sustainable value creation to the businesses, and returns on investment, based on their expertise, the Corporate Governance Code, and the Code of Conduct of the Company.

2. Board Composition and Qualifications

- (1) Directors shall be knowledgeable, competent, honest and ethical to carry on the business operations with sufficient time commitment to contribute their knowledge, competence and perform the duties for the Company, should consist of diverse qualifications according to the Board Skills Matrix set out by the Company, and each director should not hold directorship in more than 5 listed companies.
- (2) Directors shall have qualifications without prohibited characteristics under the public limited companies laws, securities and exchange laws, including notifications, requirements and/or other applicable laws, and the Company's articles of association, and shall not have any untrustworthy characteristics under the Notifications of the Securities and Exchange Commission. Directors must be listed on the database of directors and executives of issuing companies under the Notification of the Capital Market Supervisory Board on Rules for Listing Names on Database of Directors and Executives of Issuing Companies.
- (3) Directors shall not engage in any business of the same nature as and competing with the Company, or become a partner in an ordinary partnership, or a partner with unlimited liability in a limited partnership, or a director of a private company or other companies engaging in any business of the same nature as and competing with the Company's business, whether for personal gain or gain of others, unless they have informed the shareholders' meeting of such status before such resolution for their appointment.
- (4) The Board shall be composed of not less than 5 but not exceeding 12 directors, namely Board Chairman and directors in number appropriate to the business, and not less than one half of all directors must be resident in Thailand.
- (5) The Board shall include independent directors representing at least one-third of all directors, but not less than 3 independent directors. Independent directors shall be independent under such criteria prescribed by the Securities and Exchange Commission, the Capital Market Supervisory Board, and the Stock Exchange of Thailand.
- (6) The Board shall elect one of the directors as Board Chairman, and if the Board Chairman deems it appropriate, one or more directors may be elected as Vice-Chairman or Vice-Chairmen, whose duties shall be as delegated by the Board Chairman.
- (7) The Board Chairman and the Chief Executive Officer must not be the same person.
- (8) If the Board Chairman and the Chief Executive Officer are not clearly separated, e.g., the Board Chairman is not an independent director, the Board Chairman and the Chief Executive Officer are members of the same family, or the Board Chairman is a member of the Executive Committee or team, or tasked with management duties and responsibilities, the Board should promote counterbalancing between the Board and the management team, whereby (a) the Board is composed of independent directors representing more than one half of its members; or (b) one of the independent directors is appointed to jointly consider setting meeting agenda of the Board, in order to comply with the Corporate Governance Policy of the Company.

3. Appointment and Tenure

- (1) The Nomination and Remuneration Committee shall screen, recruit and nominate candidates fully qualified under Clause 2 above to be appointed as directors, and submit such nominations to a meeting of the Board and then a meeting of shareholders for further consideration and appointment.
- (2) At every annual ordinary general meeting of shareholders, one-third of the directors at that time shall vacate office. If the number of directors is not a multiple of three, then the number nearest to one-third shall vacate office. Directors due to vacate office in the first and second years after its conversion into a public limited company shall be drawn by lots. In subsequent years, directors with the longest tenure shall vacate office. Upon retirement by rotation, such directors may be re-elected to resume office.
- (3) Other than vacancy by rotation, directors shall vacate office upon:
 - (a) Death;
 - (b) Resignation, provided that any director wishing to resign shall tender a resignation letter to the Board Chairman, and such resignation shall take effect as of the date such resignation letter has reached the Board Chairman;
 - (c) Being disqualified or having any prohibited characteristics under the public limited companies laws and/or the securities and exchange laws;
 - (d) Being removed by resolution of a meeting of shareholders (with votes of not less than three-fourths of shareholders present at the meeting and entitled to vote, representing in aggregate not less than one half of the number of shares held by shareholders present at the meeting and entitled to vote);
 - (e) Being removed by a court order.
- (4) In case of any vacancy on the Board for any reason other than retirement by rotation, the Board, by recommendation of the Nomination and Remuneration Committee, shall appoint a person who is fully qualified without any prohibited characteristics under the law as specified in Clause 2 above to fill the vacancy, with votes of not less than three-fourths of the number of the remaining directors, except where the remaining tenure of such director is less than 2 months, the replacement director shall hold office only for the remaining tenure of the director whom he/she replaces.
- (5) Successive tenure of independent directors shall not exceed 9 years from the date of first appointment as independent directors. However, if any independent directors are to be appointed to further resume office, the Board should consider the necessity therefor as appropriate.
- (6) Appointment, qualifications and tenure of directors shall comply with applicable laws, rules/basis, regulations, requirements and notifications of regulatory agencies.
- (7) The Board shall appoint the Company Secretary with the required and suitable knowledge and experience to be in charge of various arrangements in the name of the Company, and facilitate the Board's performance of duties in the Company's business operations in compliance with applicable laws, notifications and regulations, and set out his/her scope, powers, authority and responsibilities, and may remove him/her from such position as it deems appropriate.

4. Scope, Roles, Duties and Responsibilities of Board Chairman

- (1) To oversee, monitor and ensure that the Board's performance of duties is efficient, achieves the objectives and key goals of the organization, and ensure the Board effectiveness.
- (2) To ensure that all directors are involved in promoting organizational culture based on ethics and corporate governance.
- (3) To set meeting agenda of the Board in consultation with the Chief Executive Officer, have measures in place to include important matters in meeting agenda, and manage the Board meetings.
- (4) To allocate sufficient time for the management team to propose matters and for directors to discuss material issues thoroughly, and encourage directors to duly exercise discretion and independently share their opinions.
- (5) To promote good relationships between executive and non-executive directors and between the Board and the management team (manage key relationships).

5. Scope, Roles, Duties and Responsibilities of the Board

- 5.1 The Board shall have powers, authority and responsibilities in the Company's business operations with integrity in the best interests of the Company, and oversee, control, prevent and management conflicts of interest to safeguard the Company's benefits as a whole, without limitation to only any specific group of shareholders. The Board is generally empowered and authorized to oversee the Company's policies, effective management process, and monitoring system for compliance with such policies, as follows:
- (1) To perform its duties with due care (duty of care), integrity (duty of loyalty), and oversee the operations of the Company and its subsidiaries in compliance with laws, rules, regulations, its articles of association and shareholders' resolutions (duty of obedience) to protect rights and benefits of the Company and its subsidiaries.
 - (2) To set out objectives and goals, vision, mission, strategies, operational policies, allocation of major resources to achieve such objectives and goals, and empower the management team to perform efficiently and effectively, and monitor, evaluate and oversee the administration and management matters by management team of the Company and its subsidiaries to be aligned with policies, goals, business plans, budgets, management structure and level of authority, as well as support effective and safe use of innovations and technologies.
 - (3) To consider and approve annual business plan and budget proposed by the management team, and consider and approve the Company's important matters as required by laws, its articles of association and guidelines.
 - (4) To oversee the business operations under the corporate governance principles to facilitate the Company's competitiveness and good operating results for the benefit of shareholders, stakeholders, society and long-term impact, and also support environmental impact mitigation and development without compromising its resilience and adaptation under changing circumstances.
 - (5) To support creation or use of innovations and technologies to generate values to businesses in parallel with contributions to clients or their related persons, and be socially and environmentally responsible, oversee the management team to operate businesses with social and environmental responsibility as reflected in the operational plan, to ensure that every unit in the organization proceeds in alignment with its objectives, goals and strategies.
 - (6) To appoint directors, executives or other key positions in subsidiaries or associated companies at least representing its shareholding in those subsidiaries or associated companies, in order to control their management to be in line with the Company's policies, and transactions to be duly executed in accordance with laws, including full, accurate and timely disclosure of material information, financial positions, operating results, connected transactions and acquisition or disposal of material assets.
 - (7) To oversee the Company, its subsidiaries and associated companies to adopt sufficient and effective risk management systems and internal control to efficiently achieve objectives, and appoint an audit committee of the Company to perform its duties efficiently and independently to review and ensure that such internal control and internal audit systems are sufficient, effective and efficient in compliance with laws.
 - (8) To monitor, oversee, prevent and manage any potential conflicts of interest between stakeholders of the Company and its subsidiaries and the management team, the Board or the Company's shareholders, including prevention of any misuse of property, information and opportunities of the Company and its subsidiaries, or execution of transactions with persons with potential conflicts of interest/connected persons of the Company or its subsidiaries in any inappropriate manner. For this purpose, should any director have an interest in any transaction with the Company or subsidiaries or change his/her shareholding in the Company and/or subsidiaries, he/she shall give notice thereof to the Company without delay.
 - (9) To oversee the Company to ensure that it has a data security system in place, including policies and practices for maintenance of confidentiality, reliability and availability of information, as well as management of information which may affect securities price.
 - (10) To ensure that the Company and its subsidiaries have effective and reliable accounting and financial reporting systems, prepare financial reports, and oversee the Company to prepare its annual report and disclose its financial statements and material information which are accurate, sufficient, timely and compliant with applicable rules, regulations, standards and practices (duty of disclosure), as well as review the sufficiency of the Company's financial liquidity and debt-serviceability.
 - (11) To consider approving the selection and proposed appointment of the Company's auditor, and to consider fixing remuneration as appropriately proposed by the Audit Committee before proposing the matter to the annual ordinary general meeting of shareholders for consideration and approval.

- (12) To consider approving quarterly financial statements reviewed by the auditor and commented by the Audit Committee, and to consider approving the audited annual financial statements and commented by the Audit Committee to be proposed to the annual ordinary general meeting of shareholders for consideration and approval.
 - (13) To acknowledge the Audit Committee's report and other committees' reports of the Company.
 - (14) To consider appointing directors to fill any vacancy for other reasons than retirement by rotation.
 - (15) To consider appointing and changing the Company's authorized signatory directors.
 - (16) To consider appointing and removing committee members and designate powers and authority of the committees to facilitate and support the Board's performance of duties, and oversee the committees' performance in compliance with their respective charters, and to regularly consider approving the criteria for performance review at least once a year.
 - (17) To establish succession plans for the Chief Executive Officer, senior executives and personnel in key positions of the Company, whereby the Chief Executive Officer shall report the implementation of succession plans to the Board for information from time to time at least once a year, and oversee personnel management and development to ensure the number of personnel, talents, skills, experiences and incentives as appropriate.
 - (18) To consider approving criteria for nomination of candidates for the Chief Executive Officer, appointment of the Chief Executive Officer, and determining a framework of remuneration policies and forms, determination of remuneration and the Chief Executive Officer's performance review as proposed by the Nomination and Remuneration Committee.
 - (19) To consider approving a framework of remuneration policies and forms, determination of remuneration and senior executives' performance review as proposed by the Chief Executive Officer.
 - (20) To consider appointing and removing the Company Secretary under the securities and exchange laws to facilitate the Board's performance to ensure that the Company's business operations comply with applicable laws, notifications, regulations and articles of association.
 - (21) To consider approving and commenting on material transactions, e.g., acquisition or disposal of assets of the Company or its subsidiaries, new business investment, and any arrangements or connected transactions, including the Company's financing transactions, except where such transactions also require approval from a meeting of shareholders, provided that such consideration and approval shall comply with the securities and exchange laws, applicable notifications, requirements and/or regulations of the Stock Exchange of Thailand.
 - (22) To consider monitoring the use of proceeds from financing according to the disclosed objectives, by taking into account the relevant details of the use of proceeds from financing, e.g., feasibility of project investment, justifications of value and channel of financing, and the Company's capital structure, including investment contracts, sufficiency of proceeds from financing for project investment, etc., and require the management to thoroughly study the economic conditions and industrial growth outlook of such businesses in which the Company plans to invest such proceeds from financing, so as to prevent an occurrence where the Company cannot use proceeds for investment in such projects or businesses as intended.
 - (23) To consider approving interim dividends to shareholders when it is apparent that the Company's profit so justifies, and report such dividend payments to the next meeting of shareholders.
 - (24) To hold a meeting of shareholders as the annual ordinary general meeting within 4 months from the end of the Company's fiscal year, and oversee such meeting of shareholders to be duly, transparently and efficiently conducted to enable shareholders to exercise their rights, and be involved in making major decisions, as well as ensure disclosure of meeting resolutions and prepare accurate and full minutes of shareholders' meeting, including effective communication with shareholders and other stakeholders.
 - (25) To have a mechanism for complaints and responsive actions to complaints or whistleblowing.
 - (26) To perform any other duties in relation to the Company's businesses as delegated by shareholders.
- 5.2 The Board of Directors may authorize one or several directors or any other persons to perform any particular action on its behalf, provided that the scope of powers, authority and responsibilities must not be delegated by way of power of attorney or substitute power of attorney in such manner which empowers the Board or its attorney-in-fact to consider and approve transactions in which they or persons with potential conflicts of interest (as defined by the relevant notifications of the Securities and Exchange Commission and/or of the

Capital Market Supervisory Board and/or of the Stock Exchange of Thailand and/or of the relevant authorities) may consider and approve transactions in which they have an interest or receive any form of benefits, or with any other conflicts of interest with the Company or its subsidiaries, except for approval of transactions in compliance with such policies and criteria previously approved by a meeting of shareholders and/or the Board.

6. Meetings and Resolutions

- (1) The Company shall hold Board meetings at least once every three months.
- (2) The Board Chairman shall call a Board meeting and may conduct such meeting via electronic media, subject to compliance with rules and procedures prescribed by applicable laws. Directors shall attend Board meetings in person.
- (3) For the purpose of calling Board meetings, the Board Chairman, the Company Secretary or any delegated person shall send a notice of meeting to directors at least 7 days before the meeting dates, except in case of urgency to protect the Company's rights or benefits, meetings may be called by other means and with shorter notice.
- (4) The Board may invite other persons to attend its meetings as it deems appropriate.
- (5) Board meetings shall be conducted in compliance with applicable laws and the Company's articles of association, and require the presence of not less than one half of all directors to constitute a quorum.
- (6) A minimum quorum when the Board adopts resolutions at each Board meeting shall require the presence of not less than two-thirds of all directors.
- (7) The Board Chairman shall preside over a meeting. If the Board Chairman is absent or unable to perform the duty, Vice-Chairman shall preside over the meeting. In the absence of any Vice-Chairman, or a Vice-Chairman is appointed, but unable to perform the duty, one of the directors present at the meeting shall be selected to preside over the meeting. The Board may invite other persons to attend its meetings as it deems appropriate.
- (8) Decisions of the Board meeting shall be adopted by a majority of votes of directors present at the meeting. Each director has one vote. In case of an equality of votes, the presiding chairman of the meeting shall have a casting vote. Directors who have an interest in any matter must not be present at the meeting and are not entitled to vote on such matter.

7. Remuneration

The Board, by recommendation of the Nomination and Remuneration Committee, shall establish monetary and non-monetary remuneration policies, the consideration of which must be transparent and suitable for their duties and responsibilities, and comparable with the same business standard, and the Board remuneration must be approved by a meeting of shareholders.

8. Performance Review

The Board shall conduct its performance review at least once a year, both as a group and on an individual basis, to jointly consider their performance and problems in the operations during the previous year for correction and improvement of its performance efficiency. The Board may conduct such review by way of self-evaluation. The Board may engage an outsource consultant to assist in providing guidelines and recommending issues for performance review of the Board in line with such criteria and timeline as it deems appropriate. The Company shall disclose such criteria, procedures and overall performance review in the annual registration statement/annual report (Form 56-1 One Report).

9. Charter Review

The Board shall review its charter at least once a year to ensure that the charter remains compatible with the organization's direction and applicable laws.

10. Effectiveness

This Board Charter shall be effective as of October 19, 2021 with the latest update as of February 28, 2024.

Audit Committee Charter

1. Purpose

Chase Asia Public Company Limited (the “**Company**”) realizes the significance of corporate governance, and thus appoints the Audit Committee to be essentially instrumental in supporting the Board’s independent performance of duties, promoting corporate governance systems, and overseeing and auditing administration, internal control and compliance with rules and regulations of relevant regulatory agencies, including preparation of financial and risk management reports, to ensure that the Company’s performance and disclosure of information are accurate, transparent, reliable and meet quality requirements to promote the performance efficiency. The Audit Committee is tasked to provide independent and fair opinions to ensure integrity and reliability for shareholders and stakeholder.

2. Composition and Qualifications of the Audit Committee

- (1) Members of the Audit Committee must have sufficient knowledge and experiences to discharge their duties in such capacity, and sufficient time commitments for their performance.
- (2) The Audit Committee shall be composed of at least 3 qualified independent directors, and at least one member of the Audit Committee shall have the required knowledge and experience in accounting or finance to be sufficiently capable of reviewing the reliability of financial statements.
- (3) The Audit Committee shall appoint one member as Chairman of the Audit Committee and the Audit Committee shall appoint a secretary to the Audit Committee.
- (4) Members of the Audit Committee must be fully qualified as independent directors under the criteria of the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, and regulatory agencies, and must be impartial, have no benefit or interest, whether directly or indirectly, which may affect their independent discretion under their duties and responsibilities.
- (5) They shall not be authorized by the Board to make decisions on the business operations of the Company, its parent company, subsidiary, associated company, subsidiary in the same tier, major shareholder or controller of the Company.
- (6) They shall not be directors of its parent company, subsidiary, or subsidiary in the same tier which is a listed company.

3. Appointment and Tenure

- (1) The Board or shareholders’ meeting of the Company, by recommendation of the Nomination and Remuneration Committee shall appoint or remove members of the Audit Committee.
- (2) Members of the Audit Committee shall hold office according to the tenure of their directorship. The Board may appoint any member of the Audit Committee who is due to retire by rotation to resume office as it deems appropriate.
- (3) Other than vacancy by rotation, members of the Audit Committee shall vacate office upon:
 - (a) Death;
 - (b) Resignation, provided that the Chairman of the Audit Committee or any member of the Audit Committee wishing to resign shall tender a resignation letter to the Board Chairman;
 - (c) Being disqualified or having any prohibited characteristics under the public limited companies laws and/or the securities and exchange laws;
 - (d) Being removed by resolution of a Board meeting.
- (4) In case of any vacancy on the Audit Committee for any reason other than retirement by rotation, the Board, by recommendation of the Nomination and Remuneration Committee, shall appoint a new member who is fully qualified without any prohibited characteristics under the law as specified in Clause 2 above immediately or at the latest within 3 months from the date of vacancy of member(s) of the Audit Committee, so as to ensure the continuous performance of the Audit Committee. The replacement member of the Audit Committee shall hold office only for the remaining tenure of his/her directorship.
- (5) Successive tenure of independent directors shall not exceed 9 years from the date of first appointment as independent directors. However, if any independent directors are to be appointed to further resume office, the Board should consider the necessity therefore as appropriate.

4. Scope, Roles, Duties and Responsibilities of the Audit Committee

- (1) To review financial reports of the Company and its subsidiaries to ensure accurate, full, reliable and sufficient disclosure in accordance with the financial reporting standards, in coordination with the external auditor and executives responsible for preparing both quarterly and annual financial reports, and the Audit Committee may suggest the auditor to review or audit any particular transactions deemed as important and necessary matters during the audits of the Company and its subsidiaries.
- (2) To review internal control system, internal audit system and risk management of the Company and its subsidiaries to ensure adequacy, effectiveness and efficiency, and consider the independence of the internal audit unit, and approve appointment, transfer, termination of head of the internal audit unit or any other unit in charge of internal audit.
- (3) To consider and approve annual budgets, manpower and resources essential to the Internal Audit Department's performance, and meet with the head of the Internal Audit Department to discuss important issues at least once a year without the presence of the management team.
- (4) To review the Company's compliance with the securities and exchange laws, the Stock Exchange of Thailand's requirements, and other laws and standards applicable to the Company's businesses.
- (5) To consider, select and nominate an independent person for appointment as auditor, and propose the auditor's fees, taking into account the reliability, sufficiency of resources, audit workloads of the audit firm, and experience of the personnel authorized to conduct the Company's audit, and meet with the auditor without the presence of the management team at least once a year.
- (6) To consider connected transactions or transactions with potential conflicts of interest, acquisition or disposal of assets of the Company and its subsidiaries to be duly and completely executed in compliance with the securities and exchange laws, and the requirements of the Stock Exchange of Thailand, to ensure that such transactions are reasonable and in the best interests of the Company and its subsidiaries.
- (7) To consider a mechanism for oversight and monitoring of applicable and proper use of proceeds from financing in accordance with the disclosed objectives, and set out measures to suppress and prevent any misuse of proceeds from financing contrary to the objectives.
- (8) To be empowered to summon and instruct relevant management team, unit heads or staff of the Company to share opinions, meet or provide any documents as it deems relevant and necessary, and to seek independent opinions from any other professional consultants as necessary at the Company's expense.
- (9) To prepare the Audit Committee's report to be disclosed in the Company's annual report, and such report must be signed by the Chairman of the Audit Committee and should contain the following particulars:
 - (a) Opinion on accuracy, completeness and reliability of the Company's financial report;
 - (b) Opinion on sufficiency of the Company's internal control system;
 - (c) Opinion on compliance with the securities and exchange laws, the SET's requirements or laws applicable to the Company's businesses;
 - (d) Opinion on the auditor's eligibility;
 - (e) Opinion on transactions with potential conflicts of interest;
 - (f) Number of meetings of the Audit Committee and members' attendance records.
 - (g) Opinion or overall observations from the Audit Committee's performance of duties under its charter;
 - (h) Any other particulars that should be made known to shareholders and general investors under the scope, authority and responsibilities delegated by the Board.
- (10) To report to the Board any finding or suspicion of the following transactions or actions which may materially affect the Company's financial position and operating results so as to resolve them within such time as the Audit Committee deems appropriate:
 - (a) Transactions giving rise to or potentially giving rise to conflicts of interest;
 - (b) Fraud or unusual issues or major flaws in the internal control system;
 - (c) Violations of the securities and exchange laws, the SET's requirements and notifications or laws applicable to the Company and/or its businesses.

Should the Board fail to resolve such matters within the above time, any member of the Audit Committee may report such transactions or actions to the Office of the Securities and Exchange Commission or the Stock Exchange of Thailand.

- (11) To respond to complaints and whistleblowing regarding misconduct, corruption or failure to comply with laws, rules, regulations and the Company's code of conduct, and oversee fact-finding investigations and impose penalty independently as appropriate in compliance with relevant policies set out by the Board.
- (12) To perform any other duties as delegated by the Board and approved by the Audit Committee.

5. Meetings and Resolutions

- (1) The Audit Committee shall meet at least 4 times a year according to the financial reporting period, and shall be empowered to call additional meetings as necessary. The Chairman of the Audit Committee may call a special meeting of the Audit Committee upon request by any member of the Audit Committee, internal auditor, auditor or the Board Chairman to consider other essential and urgent issues as it deems appropriate.
- (2) The Chairman of the Audit Committee shall call a meeting of the Audit Committee and may conduct such meeting via electronic media, subject to compliance with rules and procedures prescribed by applicable laws. Members of the Audit Committee shall attend its meetings in person.
- (3) For the purpose of calling meetings of the Audit Committee, the Chairman of the Audit Committee, the secretary to the Audit Committee or any delegated person shall send a notice of meeting to members of the Audit Committee at least 7 days before the meeting dates, except in case of urgency to protect the Company's rights or benefits, meetings may be called by other means and with shorter notice.
- (4) The Audit Committee may invite other persons to attend its meetings as it deems appropriate.
- (5) A special meeting with the management team or internal auditor or auditor must be held at least once a year.
- (6) The Audit Committee's meetings require the presence of not less than one half of all members of the Audit Committee to constitute a quorum.
- (7) The Chairman of the Audit Committee shall preside over a meeting of the Audit Committee. If the Chairman of the Audit Committee is absent or unable to perform the duty, one of the members of the Audit Committee present at the meeting shall be selected to preside over the meeting.
- (8) Decisions of the Audit Committee's meeting shall be adopted by a majority of votes of members of the Audit Committee present at the meeting. Each member has one vote. In case of an equality of votes, the presiding chairman of the meeting shall have a casting vote. Any member of the Audit Committee who has an interest in any matter must not be present at the meeting and are not entitled to vote on such matter.

6. Reporting

The Audit Committee shall report on its performance to the Board for information and prepare the Audit Committee's performance report to be disclosed in the annual registration statement/annual report (Form 56-1 One Report) of the Company, and signed by the Chairman of the Audit Committee.

7. Remuneration

The Chairman and members of the Audit Committee shall receive remuneration from the Company as approved by the Board, by recommendation of the Nomination and Remuneration Committee, and as proposed to and approved by the annual ordinary general meeting of shareholders.

8. Performance Review

The Audit Committee shall conduct its performance review at least once a year, both as a group and on an individual basis, to jointly consider their performance and problems in the operations during the previous year for improvement. The Audit Committee may conduct such review by way of self-evaluation, and report the performance review to the Board for information. Such criteria, procedures and overall performance review shall be disclosed in the annual registration statement/annual report (Form 56-1 One Report).

9. Charter Review

The Audit Committee shall review its charter at least once a year for submission to the Board for approval.

10. Effectiveness

This Audit Committee Charter shall be effective as of October 19, 2021 with the latest update as of February 28, 2024.

Nomination and Remuneration Committee Charter

1. Purpose

To promote the good corporate governance and transparency in the nomination and remuneration of directors, committee members, and the Chief Executive Officer, Chase Asia Public Company Limited (the “**Company**”) appoints the Nomination and Remuneration Committee to set out criteria and guidelines for nomination and remuneration of directors, committee members, and the Chief Executive Officer of the Company, including recruitment, selection and nomination of eligible candidates to be appointed as directors, committee members, and the Chief Executive Officer of the Company, and determination of their remuneration, and provide plans for development, training and succession planning for senior executives, as well as other delegated tasks, for reporting to the Board and/or shareholders’ meetings (as the case may be).

2. Composition and Qualifications of the Nomination and Remuneration Committee

- (1) The Nomination and Remuneration Committee shall be composed of at least 3 members, and at least 1 member shall be an independent director.
- (2) Members of the Nomination and Remuneration Committee must have knowledge, competencies and experiences and understand their qualifications, duties and responsibilities, as well as be familiar with corporate governance principles, impartial and independent, and provide sufficient time commitments for their performance of duties.
- (3) The Nomination and Remuneration Committee shall appoint one member as Chairman of the Nomination and Remuneration Committee, provided that the Chairman of the Nomination and Remuneration Committee should be an independent director. The Nomination and Remuneration Committee shall appoint a secretary to the Nomination and Remuneration Committee.
- (4) Members of the Nomination and Remuneration Committee shall not engage in any business of the same nature as and competing with the Company, or become a partner in any business, or a director of other companies engaging in any business of the same nature as and competing with the Company’s business, whether for personal gain or gain of others, unless they have informed the Board meeting of such status before their appointment.

3. Appointment and Tenure

- (1) The Board shall appoint or remove the Nomination and Remuneration Committee.
- (2) Members of the Nomination and Remuneration Committee shall hold office for a term of three years each from the date of their appointment, according to the tenure of their directorship. Upon completion of the tenure, the Board may appoint such member of the Nomination and Remuneration Committee to resume office as it deems appropriate.
- (3) Other than vacancy by rotation, members of the Nomination and Remuneration Committee shall vacate office upon:
 - (a) Death;
 - (b) Resignation, provided that the Chairman or any member of the Nomination and Remuneration Committee wishing to resign shall tender a resignation letter to the Board Chairman;
 - (c) Being disqualified or having any prohibited characteristics under the public limited companies laws and/or the securities and exchange laws;
 - (d) Being removed by resolution of a Board meeting.
- (4) In case of any vacancy on the Nomination and Remuneration Committee for any reason other than retirement by rotation, the Board, by recommendation of the remaining members of the Nomination and Remuneration Committee, shall appoint a new member who is fully qualified without any prohibited characteristics under the law as specified in Clause 2 above to fill the vacancy. The replacement member of the Nomination and Remuneration Committee shall hold office only for the remaining tenure of such member whom he/she replaces.

4. Scope, Roles, Duties and Responsibilities of the Nomination and Remuneration Committee

- (1) To consider the Board structure and composition in terms of the number of directors to suit business sizes, categories and complexity, in line with business strategies and changing circumstances, and review qualifications of directors, committee members and the Chief Executive Officer in terms of skills, experiences, and expertise in relation to the Company’s businesses.

- (2) To set out criteria and procedures for nomination for eligible candidates as directors, committee members and the Chief Executive Officer to suit the business nature and operations of the organization, by prescribing their qualifications and expertise in the respective areas required, using such effective tools as Board Skills Matrix to support the nomination, and select candidates in accordance with the agreed procedures, including their expertise, to be proposed to the Board of Directors for consideration and appointment and/or to a meeting of shareholders for further consideration and appointment (as the case may be), provided that shareholders shall be provided with sufficient information regarding nominated candidates in support of their decision-making.
- (3) To nominate directors and committee members upon retirement by rotation to the Board for consideration, whereby the existing members may be nominated to resume their office, taking into account their performance in such capacity, or invite nominations from shareholders, or use an external firm to recruit or consider candidates from the chartered director pool, or have each director nominate eligible candidates, etc.
- (4) To consider the list of nominated candidates and select those fully qualified to be proposed to the Board of Directors for consideration and appointment and/or to a meeting of shareholders for further consideration and appointment (as the case may be), provided that shareholders shall be provided with sufficient information regarding nominated candidates in support of their decision-making.
- (5) To approach such qualified candidates to ensure that they are willing to hold directorship if appointed by a meeting of the Board of Directors or shareholders (as the case may be).
- (6) To consider the independence and qualifications of each independent director to ensure that a candidate for independent directorship or such particular independent director is or remains fully qualified in compliance with the applicable rules and/or laws.
- (7) To consider the criteria for nomination of the Chief Executive Officer, recruit, screen and recommend the most suitable and qualified candidate to be appointed as Chief Executive Officer to the Board of Directors for consideration and approval.
- (8) To review the current criteria for remuneration of the Board, committees and the Chief Executive Officer in comparison with information on remuneration of other companies in the same industry as the Company, and its operating results, and prescribe effective criteria to achieve the desired outcome, to be fair and supportive of the Company's successful operations.
- (9) To consider the criteria for performance review of the Chief Executive Officer as delegated by the Board.
- (10) To consider the criteria for remuneration of the Board, committees and the Chief Executive Officer, both monetary and non-monetary, to be appropriate and aligned with the Company's strategies and long-term goals, considering their burdens, scope, roles, duties and responsibilities, including expected benefits.
- (11) To fix remuneration of the Board, committees and the Chief Executive Officer in compliance with the payment criteria as agreed and proposed to the Board of Directors for approval and/or to a meeting of shareholders for further consideration and approval (as the case may be).
- (12) To consider suitability and grant approval for any new securities offering to directors and staff, on the basis of fairness towards shareholders, and motivate directors and staff to perform their duties to create values to shareholders in the long run and effectively retain talented personnel.
- (13) To consider succession planning policy for the Chief Executive Officer, senior executives and personnel in key positions of the Company.
- (14) To suggest a procedure for performance review of the Board, committees and the Chief Executive Officer, which shall be reviewed yearly, and monitor and conclude the performance review to the Board of Directors so as to improve the performance efficiency and enhance knowledge and competence of the Board, committees and the Chief Executive Officer.
- (15) To perform any other duties as delegated by the Board.

5. Meetings and Resolutions

- (1) The Nomination and Remuneration Committee shall hold its meetings at least once a year.
- (2) The Chairman of the Nomination and Remuneration Committee shall call a meeting of the Nomination and Remuneration Committee and may conduct such meeting via electronic media, subject to compliance with

rules and procedures prescribed by applicable laws. Members of the Nomination and Remuneration Committee shall attend its meetings in person.

- (3) For the purpose of calling meetings of the Nomination and Remuneration Committee, the Chairman of the Nomination and Remuneration Committee, the secretary to the Nomination and Remuneration Committee or any delegated person shall send a notice of meeting to members of the Nomination and Remuneration Committee at least 7 days before the meeting dates, except in case of urgency to protect the Company's rights or benefits, meetings may be called by other means and with shorter notice.
- (4) The Nomination and Remuneration Committee may invite other persons to attend its meetings as it deems appropriate.
- (5) The Nomination and Remuneration Committee's meetings require the presence of not less than one half of all members of the Nomination and Remuneration Committee to constitute a quorum.
- (6) The Chairman of the Nomination and Remuneration Committee shall preside over its meetings. If the Chairman of the Nomination and Remuneration Committee is absent or unable to perform the duty, one of the members of the Nomination and Remuneration Committee present at the meeting shall be selected to preside over the meeting.
- (7) Decisions of the Nomination and Remuneration Committee's meeting shall be adopted by a majority of votes of members of the Nomination and Remuneration Committee present at the meeting. Each member has one vote. In case of an equality of votes, the presiding chairman of the meeting shall have a casting vote. Any member of the Nomination and Remuneration Committee who has an interest in any matter must not be present at the meeting and are not entitled to vote on such matter, except for the consideration of remuneration to the Nomination and Remuneration Committee and the entire Board.

6. Reporting

The Nomination and Remuneration Committee shall report on its performance to the Board for information and prepare the Nomination and Remuneration Committee's performance report to be disclosed in the annual registration statement/annual report (Form 56-1 One Report) of the Company.

7. Remuneration

The Nomination and Remuneration Committee shall consider fixing remuneration of the Chairman and members of the Nomination and Remuneration Committee, and seek approval from the Board, and then propose to seek approval from the annual ordinary general meeting of shareholders.

8. Performance Review

The Nomination and Remuneration Committee shall conduct its performance review at least once a year, both as a group and on an individual basis, to jointly consider their performance and problems in the operations during the previous year for correction and improvement of its performance efficiency. The Nomination and Remuneration Committee may conduct such review by way of self-evaluation, and report the performance review to the Board for information. Such criteria, procedures and overall performance review shall be disclosed in the annual registration statement/annual report (Form 56-1 One Report).

9. Charter Review

The Nomination and Remuneration Committee shall review its charter at least once a year for submission to the Board for approval.

10. Effectiveness

This Nomination and Remuneration Committee Charter shall be effective as of October 19, 2021 with the latest update as of February 28, 2024.

Executive Committee Charter

1. Purpose

To support the operations and sustainable growth of Chase Asia Public Company Limited (the “**Company**”), the Board thus appoints the Executive Committee to be composed of qualified members to manage and control the Company’s businesses in compliance with applicable laws, rules/basis, objectives, regulations, requirements, notifications of regulatory agencies, resolutions of the Board and shareholders, policies, goals, strategies and operational plans as delegated by the Board, and in line with the Corporate Governance Code and the Code of Conduct.

2. Composition and Qualifications of the Executive Committee

- (1) The Executive Committee shall be composed of at least 3 members, and they do not need to hold the Company’s directorship.
- (2) The Executive Committee shall appoint one member from the Board as its chairman, and shall appoint a secretary to the Executive Committee. The Chairman of the Executive Committee and the Board Chairman must not be the same person.
- (3) Members of the Executive Committee must have knowledge, competencies and experiences which are helpful to the Company’s business operations, are honest and ethical to carry on the business operations, with sufficient time commitment to the Company, and without any prohibited and untrustworthy characteristics under laws or rules/basis, notifications, regulations, requirements of regulatory agencies.
- (4) Members of the Executive Committee shall not engage in any business of the same nature as and competing with the Company, or become a partner or executive in other legal entities engaging in any business of the same nature as and competing, both directly and indirectly, with the Company’s business, unless they have informed the Board meeting of such status for acknowledgment and approval before their appointment.

3. Appointment and Tenure

- (1) The Board shall appoint or remove members of the Executive Committee by recommendation of the Nomination and Remuneration Committee.
- (2) Directors holding office as members of the Executive Committee shall hold such office according to the tenure of their directorship. Upon completion of the tenure, the Board may appoint such member of the Executive Committee to resume office as it deems appropriate.
- (3) Members of the Executive Committee who are executives of the Company shall hold such office according to the tenure of their executive positions of the Company, unless otherwise determined by resolution of the Board.
- (4) Members of the Executive Committee who are third parties and are neither directors nor executives of the Company shall hold such office for a term not exceeding 3 years each, unless otherwise determined by resolution of the Board. Upon completion of the tenure, they may be reappointed to resume office as appropriate.
- (5) Other than vacancy by rotation, members of the Executive Committee shall vacate office upon:
 - (a) Death;
 - (b) Resignation, provided that the Chairman or any member of the Executive Committee wishing to resign shall tender a resignation letter to the Board Chairman;
 - (c) Being disqualified or having any prohibited characteristics under the public limited companies laws and/or the securities and exchange laws (in case such member of the Executive Committee is a director);
 - (d) Being removed by resolution of a Board meeting.
- (6) In case of any vacancy on the Executive Committee for any reason other than retirement by rotation, the Board, by recommendation of the remaining members of the Nomination and Remuneration Committee, shall appoint a new member who is fully qualified without any prohibited characteristics under the law as specified in Clause 2 above to fill the vacancy immediately or at the latest within 3 months from the date of vacancy of member(s) of the Audit Committee, so as to ensure the continuous performance of the Executive Committee. The replacement member of the Executive Committee shall hold office only for the remaining tenure of such member whom he/she replaces.

4. Scope, Roles, Duties and Responsibilities of the Executive Committee

- (1) To set out vision, strategies, policies, goals, business plans, management structure and level of authority of the Company to be proposed to the Board for approval and further implementation as approved by the Board, including monitoring of such performance to ensure efficiency.
- (2) To have powers, duties and responsibilities for management in the ordinary course of business of the Company, and consider approving transactions in the ordinary course of business, subject to the level of authority and/or scope of powers delegated by the Board, in compliance with applicable laws, rules/basis, objectives, regulations, requirements, notifications of regulatory agencies, meeting resolutions of the Board and shareholders, as well as the Company's corporate governance policy and code of conduct.
- (3) To approve and oversee management in compliance with policies, goals, strategies, annual operational plans and budgets as approved by the Board and/or the level of authority, including monitoring to achieve both short-term and long-term goals.
- (4) To screen business plans, budgets, management structure, level of authority and policies to be compatible with objectives, vision, mission, policies, key goals and business strategies of the Company as suggested by the Chief Executive Officer, before proposing the same to the Board of Directors for consideration/approval, except those under other committees' powers, including the Audit Committee or the Nomination and Remuneration Committee, and to consider screening the management team's proposals.
- (5) To oversee the Company's management through the Chief Executive Officer to be in line with such policies set forth by the Board, and report performance from time to time to the Board.
- (6) To approve the appointment of consultants in various areas essential to the Company's operations within budgets approved by the Board.
- (7) To plan or provide other mechanisms to prevent or resolve financial issues, taking into consideration stakeholders' rights.
- (8) To conduct feasibility study for implementation of new projects, approve project investment within the powers delegated by the Board, including execution of legal transactions relating to such matters.
- (9) To consider and approve financial transactions with financial institutions, e.g., account opening, borrowing of loans, application for credits, mortgage, pledge, overdrafts from financial institutions, guarantee, including purchase and sale, and registration of land ownership, for the purpose of the Company's business operations, as well as execution of legal transactions, contracts, proposals, contact for legal transactions with government agencies to obtain rights for the Company, and/or any arrangements relating to such matters until completion in accordance with the level of authority, and/or as designated by the Board and/or under applicable laws, rules and regulations.
- (10) To perform any other duties as delegated by the Board.

5. Meetings and Resolutions

- (1) The Executive Committee shall meet at least once a month or as it deems appropriate.
- (2) The Chairman of the Executive Committee shall call a meeting of the Executive Committee and may conduct such meeting via electronic media, subject to compliance with rules and procedures prescribed by applicable laws. Members of the Executive Committee shall attend its meetings in person.
- (3) For the purpose of calling meetings of the Executive Committee, the Chairman of the Executive Committee, the secretary to the Executive Committee or any delegated person shall send a notice of meeting to members of the Executive Committee at least 7 days before the meeting dates, except in case of urgency to protect the Company's rights or benefits, meetings may be called by other means and with shorter notice.
- (4) The Executive Committee may invite other persons to attend its meetings as it deems appropriate.
- (5) The Executive Committee's meetings require the presence of not less than one half of all members of the Executive Committee to constitute a quorum.
- (6) The Chairman of the Executive Committee shall preside over its meetings. If the Chairman of the Executive Committee is absent or unable to perform the duty, one of the members of the Executive Committee present at the meeting shall be selected to preside over the meeting.
- (7) Decisions of the Executive Committee's meeting shall be adopted by a majority of votes of members of the Executive Committee present at the meeting. Each member has one vote. In case of an equality of votes, the

presiding chairman of the meeting shall have a casting vote. Any member of the Executive Committee who has an interest in any matter must not be present at the meeting and are not entitled to vote on such matter.

6. Reporting

The Executive Committee shall report on its performance to the Board for information and prepare the Executive Committee's performance report to be disclosed in the annual registration statement/annual report (Form 56-1 One Report) of the Company.

7. Remuneration

The Chairman and members of the Executive Committee shall receive remuneration from the Company as approved by the Board, by recommendation of the Nomination and Remuneration Committee, and as proposed to and approved by the annual ordinary general meeting of shareholders.

8. Performance Review

The Executive Committee shall conduct its performance review at least once a year, both as a group and on an individual basis, to jointly consider their performance and problems in the operations during the previous year for correction and improvement of its performance efficiency. The Executive Committee may conduct such review by way of self-evaluation, and report the performance review to the Board for information. Such criteria, procedures and overall performance review shall be disclosed in the annual registration statement/annual report (Form 56-1 One Report).

9. Charter Review

The Executive Committee shall review its charter at least once a year for submission to the Board for approval.

10. Effectiveness

This Executive Committee Charter shall be effective as of October 19, 2021 with the latest update as of February 28, 2024.

Risk Management Committee Charter

1. Purpose

For the purpose of providing the scope of firmwide risk management, and ensuring the availability of an effective risk management system or process to control risks and mitigate impact thereof on the business operations of Chase Asia Public Company Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”), the Company deems it appropriate to appoint the Risk Management Committee and set out its composition, qualifications, scope, roles, duties and responsibilities, to ensure that the Risk Management Committee well understands its roles, duties and responsibilities, and enable it to efficiently perform such duties in compliance with applicable laws and standards subject to the good governance principles.

2. Composition of the Risk Management Committee

- (1) Members of the Risk Management Committee shall be appointed by the Board and approved by the Audit Committee.
- (2) The Risk Management Committee may be composed of director, member of the Executive Committee, executive or department head, who has the qualifications as described in this charter, and without any prohibited characteristics under the public limited companies laws, including other applicable rules and regulations.
- (3) The Risk Management Committee shall be composed of at least 3 members, and shall hold office for a term of three years each, and may be reappointed upon completion of the tenure.

The Board may consider appointing any director as Chairman of the Risk Management Committee. In the event it is deemed appropriate, the Risk Management Committee may elect one or several members as Vice-Chairman of the Risk Management Committee, who shall have the duties as delegated by the Chairman of the Risk Management Committee.

- (4) In case of any vacancy on the Risk Management Committee, a new member shall be appointed to fill the vacancy, and the replacement member shall hold office only for the remaining tenure of such member whom he/she replaces.
- (5) The Chairman of the Risk Management may appoint a secretary to the Risk Management Committee as appropriate.

3. Qualifications of the Risk Management Committee

- (1) To have knowledge, experiences and expertise in their responsible areas, including sufficient expertise to proceed with firmwide risk management according to international standards.
- (2) To have knowledge and understanding about laws, rules, regulations, risk standards and context applicable to the Group's business operations, and with experiences suitable and sufficient to cope with good governance and sustainability matters.

4. Scope, Roles, Duties and Responsibilities of the Risk Management Committee

- (1) To define the Group's risk management framework in line with the risk management policy so as to assess, monitor and control risk appetite in the respective areas, whereby various work units shall also be involved in risk management and control, and propose such framework to the Board for approval, subject to review and comment by the Executive Committee and/or the Audit Committee.
- (2) To review the risk management policy and plan to ensure their efficiency.
- (3) To set out and review the composition, power, authority and responsibility, including the risk management team charter, in order to ensure that the team has sufficient knowledge, understanding and experiences for their functions and risks throughout the Group.
- (4) To oversee and monitor the compliance with the approved risk management policy and plan to make sure that the Group's firmwide risk management system is efficient, and full compliance therewith.
- (5) To assess the adequacy of risk management strategies and the efficiency of risk management to maintain the corporate risk appetite.
- (6) To report the results of risk management, implementation and status of the Group, and changes, including areas of improvement, to be aligned with business strategies and goals, to the Executive Committee and/or

the Audit Committee for review and comment for further submission to the Board for information on a regular basis as appropriate.

- (7) To review the risk assessment report prepared by the risk management team, and prepare the annual risk management report to be presented to the Executive Committee and/or the Audit Committee for review and comment for further submission to the Board for consideration and approval.
- (8) To review the disclosure of information on risk factors, including any other relevant information, in the annual registration statement/annual report (Form 56-1 One Report).
- (9) To seek independent opinions from any other professional consultants as necessary at the Company's expense, provided that such engagement follows the regulations and the level of authority of the Group.
- (10) To perform any other duties as delegated by the Board.

5. Meetings of the Risk Management Committee

- (1) The Risk Management Committee shall determine the number of its meetings as appropriate to perform the assigned duties, but not less than once a year.

The Risk Management Committee may consider inviting the risk management team to attend the Risk Management Committee's meeting to present or report information on risks as appropriate.

- (2) The Chairman of the Risk Management Committee or any delegated person shall have the duties and responsibilities to prepare for such meeting(s), including notice of meeting, meeting arrangements, preparation of meeting agenda, supporting documentations, and delivery of meeting documentations to the Risk Management Committee in sufficient time ahead of the meeting.
- (3) Members of the Risk Management Committee shall attend its meetings in person or via electronic media.
- (4) The Risk Management Committee's meetings require the presence of not less than one half of all members of the Risk Management Committee to constitute a quorum.
- (5) For the purpose of voting, each member of the Risk Management Committee has one vote, and decisions of the Risk Management Committee's meeting shall be adopted by a majority of votes of members present at the meeting and entitled to vote. In case of an equality of votes, the Chairman of the Risk Management Committee shall have a casting vote.

6. Reporting

The Risk Management Committee shall report on its performance to the Executive Committee and the Audit Committee for review and comment for further submission to the Board for information, and may report on every significant matters and resolutions of the Risk Management Committee's meeting to the Executive Committee.

In case of any significant matters which may materially affect the Group's financial position and operating results, the Risk Management Committee shall report on such matters to the Board as soon as possible.

7. Charter Review

The Risk Management Committee shall review its charter at least once a year for submission to the Board for approval, subject to the Audit Committee's prior review and approval.

8. Effectiveness

This Risk Management Committee Charter shall be effective as of August 11, 2023 with the latest update as of February 28, 2024.

Corporate Governance and Sustainable Development Committee Charter

1. Purpose

Chase Asia Public Company Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) realizes the significance of good governance and sustainable development to essentially contribute to the Group’s efficient performance and sustainable growth in the best interests of all parties concerned. Therefore, the Company deems it appropriate to appoint the Corporate Governance and Sustainable Development Committee to be in charge of good governance on the basis of corporate governance, and sustainable development affairs of the Group to ensure that the operations follow the direction, policies and strategies in the Group’s business operations, that complement the scope and guidelines for corporate governance, and sustainability topics, so as to deliver sustainable values to stakeholders and all parties concerned.

This charter sets out the Corporate Governance and Sustainable Development Committee’s composition, qualifications, scope, roles, duties and responsibilities as well as meeting agenda, to enable the Corporate Governance and Sustainable Development Committee to perform its duties to fulfill the purpose of formation of the Corporate Governance and Sustainable Development Committee accordingly.

2. Composition of the Corporate Governance and Sustainable Development Committee

- (1) Members of the Corporate Governance and Sustainable Development Committee shall be appointed by the Board.
- (2) The Corporate Governance and Sustainable Development Committee shall be composed of at least 3 members.
- (3) The Board shall appoint any member of the Corporate Governance and Sustainable Development Committee as Chairman of the Corporate Governance and Sustainable Development Committee.
- (4) Each member of the Corporate Governance and Sustainable Development Committee shall hold office for a term of three years each, and may be reappointed upon completion of the tenure.
- (5) In case of any vacancy on the Corporate Governance and Sustainable Development Committee, a new member shall be appointed to fill the vacancy, and the replacement member shall hold office only for the remaining tenure of such member whom he/she replaces.
- (6) The Chairman of the Corporate Governance and Sustainable Development may appoint a secretary to the Corporate Governance and Sustainable Development Committee as appropriate.

3. Qualifications of the Corporate Governance and Sustainable Development Committee

- (1) To have knowledge, understanding and experiences sufficient to be in charge of corporate governance, social and environmental responsibility, and be available with sufficient time commitment to perform the duties of the Corporate Governance and Sustainable Development Committee to achieve its objectives.
- (2) To be fully qualified without any prohibited characteristics under the public limited companies laws, the securities and exchange laws, and any other laws applicable to the Company’s business operations.

4. Scope, Roles, Duties and Responsibilities of the Corporate Governance and Sustainable Development Committee

- (1) To consider preparing the corporate governance and sustainable development policy and practices in line with the Group’s material topics of sustainability to declare the intention and guidelines for the Board, executives and staff for compliance in practice towards sustainability in environmental, social and governance dimensions.
- (2) To ensure the application of the corporate governance and sustainable development policy and practices to the Group’s ongoing development for sustainable growth.
- (3) To evaluate and review the corporate governance and sustainable development goals, policy and practices to be practical to the business circumstances and in line with the laws, international best practices, and suggestions by relevant regulatory agencies.
- (4) To report the corporate governance and sustainable development progress and performance to the Board.
- (5) To evaluate the annual performance of the Corporate Governance and Sustainable Development Committee and report the evaluation results to the Board.

- (6) To consider setting out guidelines for disclosure of the corporate governance and sustainable development report in the annual registration statement/annual report (Form 56-1 One Report) and/or the Sustainability Report of the Company.
- (7) To appoint the corporate governance and sustainable development team to assist the Corporate Governance and Sustainable Development in the performance of various tasks
- (8) To perform any other duties as delegated by the Board.

5. Meetings of the Corporate Governance and Sustainable Development Committee

- (1) The Corporate Governance and Sustainable Development Committee may determine the number of its meetings as appropriate to perform the assigned duties, but not less than once a year, and may call additional meetings as the Chairman of the Corporate Governance and Sustainable Development Committee deems appropriate.
- (2) The Chairman of the Corporate Governance and Sustainable Development Committee or any delegated person shall have the duties and responsibilities to prepare for such meeting(s), including notice of meeting, meeting arrangements, preparation of meeting agenda, supporting documentations, and delivery of meeting documentations to the Corporate Governance and Sustainable Development Committee in sufficient time ahead of the meeting.
- (3) Members of the Corporate Governance and Sustainable Development Committee shall attend its meetings in person or via electronic media.
- (4) Each meeting of the Corporate Governance and Sustainable Development Committee shall require the presence of not less than one half of all members to constitute a quorum.
- (5) For the purpose of voting, each member of the Corporate Governance and Sustainable Development Committee has one vote, and decisions of the Corporate Governance and Sustainable Development Committee's meeting shall be adopted by a majority of votes of members present at the meeting and entitled to vote. In case of an equality of votes, the Chairman of the Corporate Governance and Sustainable Development Committee shall have a casting vote.

6. Reporting

- (1) The Corporate Governance and Sustainable Development Committee shall report on the results of its meetings and performance to the Board.
- (2) The Corporate Governance and Sustainable Development Committee shall prepare its report for disclosure in the annual registration statement/annual report (Form 56-1 One Report) and/or the Sustainability Report of the Company.

7. Charter Review

The Corporate Governance and Sustainable Development Committee shall review its charter at least once a year for submission to the Board for approval.

8. Effectiveness

This Corporate Governance and Sustainable Development Charter shall be effective as of August 11, 2023 with the latest update as of February 28, 2024.

Attachment 6

Reports of the Audit Committee and Other Committees

Report of the Audit Committee

The Audit Committee performs its duties independently to protect the Company's benefits under the scope as described in the Audit Committee Charter. The Audit Committee focuses on review of financial reports, internal control system and connected transactions, which are critical to the business operations and good corporate governance. In 2023, the Audit Committee held a total of 4 meetings with the required presence of members of the Audit Committee to constitute a quorum, represent 100 percent, to perform such duties as delegated by the Board, the essence of which is summarized as follows:

1. Review of Financial Statements

The Audit Committee reviewed quarterly and annual financial statements, including related financial reports, in association with the auditor and the management team. The Audit Committee made inquiries and provided opinions on issues which may affect the financial statements, to ensure that the financial statements were prepared according to generally accepted accounting principles, and disclosed sufficient information.

2. Review of Connected Transactions

The Audit Committee reviewed connected transactions or transactions with potential conflicts of interest, and was of the view that such connected transactions were executed on an arm's length basis and beneficial to the Company's business operations, including disclosure of sufficient information.

3. Consideration of Appointment of the Auditor for the Year

The Audit Committee considered selecting, proposing appointment of and audit fee to, PricewaterhouseCoopers ABAS Ltd. as the auditor of the Company and its subsidiaries for the year 2023, and held regular meetings between the Audit Committee and the Company's auditor for discussion of audit issues and solutions to significant issues in a timely manner.

4. Review of Risk Management Process

The Audit Committee reviewed the sufficiency of risk management process of the Company and its subsidiaries, and also considered the sufficiency and suitability of factors and impact on the Group's operations to ensure comprehensive risk management.

5. Oversight of Internal Audit

The Company's Audit Committee considered and reviewed the scope of work, burdens, duties and responsibilities as well as annual operational plans of the Internal Audit Unit by discussing with the independent internal auditor regarding annual audit planning and approval for the year 2023. Such task also covered an assessment of the sufficiency and suitability of personnel and the independence of the internal audit operations, regular monitoring of performance and solutions according to the audit report on material issues, which would lead to effective internal control system, efficient risk management and sound corporate governance.

6. Compliance Review

The Audit Committee reviewed the Company's compliance with laws, regulations, and requirements applicable to the Company's businesses under the Corporate Governance Code, and supported and ensured the operations in accordance with safety standards.

7. Review of the Audit Committee Charter

The Audit Committee commented on the review of the Audit Committee Charter.

In conclusion, the Audit Committee has performed its duties as specified in the Audit Committee Charter, utilized its knowledge and competencies with due care, and independence in its performance, and obtained information and good cooperation from the Company's management team. The Audit Committee is of the opinion as follows:

- (1) The Company's financial reports are accurate, complete and reliable in accordance with generally accepted accounting standards and fully and sufficiently disclose material information;
- (2) The internal control, internal audit and risk management systems are sufficient, appropriate and efficient for the Company's business operations;
- (3) The appointment of the auditor is justifiable by taking into account the audit firm's reliability, sufficiency of resources, and workloads, as well as experiences of the assigned personnel;
- (4) The execution of connected transactions or transactions with potential conflicts of interest is justifiable, reasonable, and in the best interests of the Group;
- (5) The Company's anti-corruption measures, including procedures for whistleblowing or complaints, are sufficient and appropriate;
- (6) The Company has duly and sufficiently complied with the securities and exchange laws, the SET's requirements or laws applicable to the Company's businesses, including the good governance principles.

-Mr. Grish Attagrish-
(Mr. Grish Attagrish)
Chairman of the Audit Committee
Chase Asia Public Company Limited

Report of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee has performed its duties as described in the Nomination and Remuneration Committee Charter. In 2023, the Nomination and Remuneration Committee held two meetings, with the presence of all of its members representing 100 percent, to discharge the duties as delegated by the Board, which may be summarized as follows:

1. The Committee nominated candidates to be appointed as directors to replace those due to retire by rotation, consider their respective performance in the past, to the Board of Directors' meeting and the shareholders' meeting for consideration and approval.
2. The Committee fixed remuneration for the Board, committees and the Chief Executive Officer for the year 2023 as appropriate and aligned with the Company's strategies and long-term goals, considering their burdens, scope of their accountability and responsibility, including expected benefits to be derived, and in comparison with information on remuneration of other companies in similar industry, and proposed the same to the Board of Directors' meeting and the shareholders' meeting for consideration and approval.
3. The Committee commented on the granting of the right to subscribe for newly issued ordinary shares to related persons who are directors and executives of the Company, and criteria for allocation of shares to related persons who are directors and executives of the Company, and employees of the Company and/or its subsidiaries who are entitled to be allocated, as well as the ceiling of the value of shares to be allocated, including the relevant authorizations, under the Company's initial public offering plan.
4. The Committee commented on the performance review of the Board, committees and the Chief Executive Officer.
5. The Committee commented on the review of the succession plan policy and report on the implementation of the succession plan policy.
6. The Committee commented on the review of the Nomination and Remuneration Committee Charter.

- Mrs. Wansuda Thanasaranart-
(Mrs. Wansuda Thanasaranart)
Chairman of the Nomination
and Remuneration Committee
Chase Asia Public Company Limited

Report of the Executive Committee

The Executive Committee has performed its duties as described in the Executive Committee Charter. In 2023, the Executive Committee held a total of 22 meetings, with the presence of all of its members representing 89.39 percent, to perform such duties as delegated by the Board, which may be summarized as follows:

1. The Committee considered monthly and yearly progress of its business operations, including development and tentative performance under the business plans in the future.
2. The Committee oversaw and provided consultation in relation to business operations of the Company and its subsidiaries to be in line with policies, goals and operational plans, and monitored budget management in various investment projects of the Company and its subsidiaries as approved by the Board for efficiency and effectiveness. The overall performance was monitored monthly to drive the Company's businesses to achieve its goals.
3. The Committee considered approving transactions in the ordinary course of the Company's businesses according to its operational plans.
4. The Committee reviewed the Company's vision, mission, goals and strategies in its operations, and ensured that the Company's strategies were put into practice via monthly performance reports.
5. The Committee screened the annual business plan and budget to be aligned with the Company's objectives, vision, mission, policies, key goals and business strategies.
6. The Company conducted feasibility studies on new projects and investment in various projects, including execution of legal transactions in connection with such matters.
7. The Company approved the execution of financial transactions with financial institutions.
8. The Company commented on the review of the Executive Committee Charter.

-Mr. Pracha Chaisuwan-
(Mr. Pracha Chaisuwan)
Chairman of the Executive Committee
Chase Asia Public Company Limited

Report of the Risk Management Committee

The Risk Management Committee has performed its duties as described in the Risk Management Committee Charter. In 2023, the Risk Management Committee held one meeting, with the presence of all of its members representing 100 percent, to perform such duties as delegated by the Board, which may be summarized as follows:

1. The Committee acknowledged the Risk Management Committee Charter, the appointment of the Chairman of the Risk Management Committee, and appointed the secretary to the Risk Management Committee.
2. The Committee reviewed the Group's risk management framework in line with the risk management policy so as to assess, monitor and control risk appetite in the respective areas.
3. The Committee reviewed the risk management policy and plan to ensure their efficiency.
4. The Committee set out and reviewed the composition, power, authority and responsibility, including the risk management team charter.
5. The Committee oversaw and monitored the compliance with the approved risk management policy and plan.
6. The Company reviewed the risk assessment results for the year 2023, prepared by the risk management team, which covers, among others, strategic risk, operational risk, liquidity risk, reputation risk, legal compliance risk, corruption risk and sustainability risk.
7. The Company assessed the adequacy of strategies in response to risks and the efficiency of risk management to maintain the corporate risk appetite, and presented the same to the Audit Committee for review and comment for further submission to the Board for consideration and approval.
8. The Company reported the results of risk management, implementation and status of the Group, and changes, including areas of improvement, to be aligned with business strategies and goals, to the Executive Committee and/or the Audit Committee

-Ms. Hathairat Kaewsaenmuang-
(Ms. Hathairat Kaewsaenmuang)
Chairman of the Risk Management Committee
Chase Asia Public Company Limited

Report of the Corporate Governance and Sustainable Development Committee

The Corporate Governance and Sustainable Development Committee has performed its duties as described in the Corporate Governance and Sustainable Development Committee Charter. In 2023, the Corporate Governance and Sustainable Development Committee held one meeting, with the presence of all of its members representing 100 percent, to perform such duties as delegated by the Board, which may be summarized as follows:

1. The Committee acknowledged the Corporate Governance and Sustainable Development Committee Charter, the appointment of the Chairman of the Corporate Governance and Sustainable Development Committee, and appointed the secretary to the Corporate Governance and Sustainable Development Committee, and appointed the corporate governance and sustainable development team.
2. The Committee participated in the program for development of quality of sustainability reports for listed company, hosted by the Stock Exchange of Thailand ("SET") in association with Thailand Capital Market Development Fund (CMDf), and benefited from discussions and in-depth suggestions from consultants regarding management and analysis of material topics of sustainability for business strategies, guidelines for sustainability disclosure and reporting, tools for storage and handling of sustainability data in line with the SET ESG Metrics, as well as the technical review of the Company's sustainability information before reporting and publication.
3. The Committee reviewed and revised the corporate governance and sustainable development policy, goals and practices to be practical to the business circumstances and in line with the laws, international best practices, and suggestions by relevant regulatory agencies.
4. The Committee ensured the application of the corporate governance and sustainable development policy and practices to the Group's ongoing development.
5. The Committee reported the corporate governance and sustainable development progress and performance to the Board.
6. The Company set out guidelines for disclosure of the corporate governance and sustainable development report in the annual registration statement/annual report (Form 56-1 One Report) and/or the Sustainability Report of the Company.

-Ms. Waraluck Chaisuwan-
(Ms. Waraluck Chaisuwan)
Chairman of the Corporate Governance and
Sustainable Development Committee
Chase Asia Public Company Limited

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